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Form 990

Return of Organization Exempt From Income Tax

2008

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2008 calendar year, or tax year beginning

07/01, 2008, and ending

06/30, 2009

B Check if applicable:

☐ Address change

☐ Name change

☐ Initial return

☐ Termination

☒ Amended return

☐ Application pending

Please use IRS label or print or type See Specific Instructions

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

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

Room/suite

665 BROADWAY**500**

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

NEW YORK, NY 10012-2420F Name and address of principal officer **RICHARD RYAN**

D Employer identification number

13-3377893

E Telephone number

(212) 677-1900G Gross receipts \$ **33,069,337.**H(a) Is this a group return for affiliates? ☐ Yes ☒ NoH(b) Are all affiliates included? ☐ Yes ☐ No

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

I Tax-exempt status ☒ 501(c) (3) (insert no) 4947(a)(1) or 527J Website: **WWW.RAINFOREST-ALLIANCE.ORG**

H(c) Group exemption number

K Type of organization ☒ Corporation ☐ Trust ☐ Association ☐ OtherL Year of formation **1986** M State of legal domicile **NY**

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities		
		THE MISSION OF THE RAINFOREST ALLIANCE IS TO PROTECT ECOSYSTEMS AND THE PEOPLE AND WILDLIFE THAT DEPEND ON THEM BY TRANSFORMING LAND-USE PRACTICES, BUSINESS PRACTICES AND CONSUMER BEHAVIOR.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	21
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	20
	5	Total number of employees (Part V, line 2a)	5	155
	6	Total number of volunteers (estimate if necessary)	6	21
Revenue	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	
	8	Contribution and grants (Part VIII, line 1h)	17,540,504.	19,229,638.
	9	Program service revenue (Part VIII, line 2g)	9,660,702.	13,142,097.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	55,664.	71,907.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	8,764.	367,339.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	27,265,634.	32,810,981.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,370,928.	1,761,627.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		NONE
	Expenses	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	11,120,431.
16a		Professional fundraising fees (Part IX, column (A), line 11e)		95,000.
b		Total fundraising expenses, Part IX, column (D), line 25	1,486,544.	
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	12,445,314.	15,400,306.
18		Total expenses - add lines 13-17 (must equal Part IX, column (A), line 25)	25,936,673.	29,987,248.
Net Assets or Fund Balances	19	Revenue less expenses - Subtract line 18 from line 12	1,328,961.	2,823,733.
	20	Total assets (Part X, line 16)	7,822,618.	11,027,052.
	21	Total liabilities (Part X, line 26)	4,737,827.	6,516,635.
	22	Net assets or fund balances - Subtract line 21 from line 20	3,084,791.	4,510,417.

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: **Richard Ryan** Date: **17-1-10**

Preparer's signature: **James Mahony** Date: **6/30/10** Check if self-employed ☐ Preparer's identifying number (see instructions): **P00076779**

Firm's name (or yours if self-employed), address, and ZIP + 4: **WITHUMSMITH+BROWN, P.C.** EIN: **22-2027092**

ONE SPRING STREET NEW BRUNSWICK, NJ 08901 Phone no: **732-828-1614**

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2008)

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

THE MISSION OF THE RAINFOREST ALLIANCE IS TO PROTECT ECOSYSTEMS AND THE PEOPLE AND WILDLIFE THAT DEPEND ON THEM BY TRANSFORMING LAND-USE PRACTICES, BUSINESS PRACTICES AND CONSUMER BEHAVIOR.

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

If "Yes," describe these new services on Schedule O.

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

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 10,647,866. including grants of \$ 299.) (Revenue \$ 11,166,450.)

SEE STATEMENT 1

4b (Code:) (Expenses \$ 7,091,969. including grants of \$ 894,095.) (Revenue \$ 1,642,600.)

SEE STATEMENT 2

4c (Code:) (Expenses \$ 3,705,119. including grants of \$ 350.) (Revenue \$ 131,865.)

SEE STATEMENT 4

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

SEE STATEMENT 6

(Expenses \$ 6,787,660. including grants of \$ 866,883.) (Revenue \$ 629,577.)

4e Total program service expenses ► \$ 28,232,614. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete Schedule B, Schedule of Contributors?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	<input type="checkbox"/>	<input type="checkbox"/>
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the U.S.?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If "Yes," complete Schedule F, Part I	<input checked="" type="checkbox"/>	<input type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II	<input checked="" type="checkbox"/>	<input type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III	<input checked="" type="checkbox"/>	<input type="checkbox"/>
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I	<input checked="" type="checkbox"/>	<input type="checkbox"/>
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	<input checked="" type="checkbox"/>	<input type="checkbox"/>
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H	<input type="checkbox"/>	<input checked="" type="checkbox"/>
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	<input checked="" type="checkbox"/>	<input type="checkbox"/>
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	<input type="checkbox"/>	<input checked="" type="checkbox"/>
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J	<input checked="" type="checkbox"/>	<input type="checkbox"/>
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<input type="checkbox"/>	<input type="checkbox"/>
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?	<input type="checkbox"/>	<input type="checkbox"/>
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<input type="checkbox"/>	<input type="checkbox"/>
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I	<input type="checkbox"/>	<input checked="" type="checkbox"/>
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	<input type="checkbox"/>	<input checked="" type="checkbox"/>
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If "Yes," complete Schedule L, Part IV		X
b Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV	X	
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns. Enter -0- if not applicable	1a	80
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	NONE
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	x
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . .	2a	155
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	x
Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	x
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	x
b	If "Yes," enter the name of the foreign country ▶ SEE STATEMENT 7 See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	x
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	x
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
6a	Did the organization solicit any contributions that were not tax deductible?	6a	x
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	7a	x
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	x
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	x
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	x
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . .	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? . . .	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)**Section A. Governing Body and Management**

	Yes	No
For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O. See instructions		
1a Enter the number of voting members of the governing body	1a	21
b Enter the number of voting members that are independent	1b	20
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . .	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9a Does the organization have local chapters, branches, or affiliates?	9a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b	X
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	11	X

Section B. Policies

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13 Does the organization have a written whistleblower policy?	13	X
14 Does the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
a The organization's CEO, Executive Director, or top management official?	15a	X
b Other officers or key employees of the organization?	15b	X
Describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► SEE STATEMENT 8

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

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

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

Part VIII Statement of Revenue**13-3377893**

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b	626,338.			
	c	Fundraising events	1c	1,315,823.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	7,539,848.			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	9,747,629.			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		19,229,638.			
Program Service Revenue				Business Code			
	2a	CERTIFICATION FEES		12,023,803.	12,023,803.		
	b	CONTRACT INCOME		1,118,294.	1,118,294.		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		13,142,097.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	STMT 9	71,907.			71,907.
	4	Income from investment of tax-exempt bond proceeds		NONE			
	5	Royalties		NONE			
			(i) Real (ii) Personal				
	6a	Gross Rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		NONE			
	7a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)		NONE			
	8a	Gross income from fundraising events (not including \$ <u>1,315,823.</u> of contributions reported on line 1c) See Part IV, line 18.	STMT 10	197,300.			
	b	Less direct expenses		258,356.			
	c	Net income or (loss) from fundraising events	STMT 11	-61,056.			
	9a	Gross income from gaming activities. See Part IV, line 19					
	b	Less direct expenses					
	c	Net income or (loss) from gaming activities		NONE			
	10a	Gross sales of inventory, less returns and allowances					
	b	Less: cost of goods sold					
c	Net income or (loss) from sales of inventory		NONE				
Miscellaneous Revenue			Business Code				
11a	OTHER INCOME		428,395.	428,395.			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		428,395.				
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		32,810,981.	13,570,492.		71,907.	

Part IX Statement of Functional Expenses**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	371,029.	371,029.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	1,390,598.	1,390,598.		
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	624,033.	248,846.	197,170.	178,017.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages	9,143,710.	8,545,873.	6,642.	591,195.
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	175,084.	166,856.		8,228.
9 Other employee benefits	1,852,955.	1,761,454.		91,501.
10 Payroll taxes	934,533.	888,205.		46,328.
11 Fees for services (non-employees):				
a Management	NONE			
b Legal	54,771.	54,771.		
c Accounting	112,378.	112,378.		
d Lobbying	NONE			
e Professional fundraising services See Part IV, line 17	95,000.			95,000.
f Investment management fees	NONE			
g Other	NONE			
12 Advertising and promotion	NONE			
13 Office expenses	1,248,583.	1,056,522.	8,536.	183,525.
14 Information technology	NONE			
15 Royalties	NONE			
16 Occupancy	1,475,097.	1,420,782.	8,194.	46,121.
17 Travel	2,068,298.	2,014,098.	11,227.	42,973.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	NONE			
20 Interest	NONE			
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization . . .	50,886.	38,861.	368.	11,657.
23 Insurance	NONE			
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a <u>CONSULTANTS</u>	4,958,343.	4,930,069.	10,128.	18,146.
b <u>CERTIFICATION</u>	3,483,064.	3,483,048.	-2.	18.
c <u>WORKSHOPS</u>	467,785.	465,495.	295.	1,995.
d <u>OTHER OFFICE EXPENSES</u>	1,442,298.	1,244,979.	25,524.	171,795.
e <u>FOREIGN INCOME TAX</u>	38,803.	38,750.	8.	45.
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	29,987,248.	28,232,614.	268,090.	1,486,544.
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,861,565.	1	3,244,303.
	2 Savings and temporary cash investments	1,057,437.	2	1,255,489.
	3 Pledges and grants receivable, net	2,073,217.	3	2,191,823.
	4 Accounts receivable, net	2,184,842.	4	2,636,737.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sales or use		8	
	9 Prepaid expenses and deferred charges STMT. 12	358,113.	9	305,749.
	10a Land, buildings, and equipment cost basis 10a	723,625.		
	b Less accumulated depreciation. Complete Part VI of Schedule D 10b	581,689.	135,332.	10c 141,936.
	11 Investments - publicly traded securities STMT. 13	33,746.	11	25,446.
	12 Investments - other securities. See Part IV, line 11		12	1,039,231.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	118,366.	15	186,338.
16 Total assets. Add lines 1 through 15 (must equal line 34)	7,822,618.	16	11,027,052.	
Liabilities	17 Accounts payable and accrued expenses	2,103,980.	17	3,988,204.
	18 Grants payable		18	
	19 Deferred revenue STMT. 14	216,000.	19	NONE
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties STMT. 15	2,391,750.	23	2,391,750.
	24 Unsecured notes and loans payable		24	
	25 Other liabilities. Complete Part X of Schedule D	26,097.	25	136,681.
	26 Total liabilities. Add lines 17 through 25	4,737,827.	26	6,516,635.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-275,183.	27	-1,265,304.
	28 Temporarily restricted net assets	3,359,974.	28	4,775,721.
	29 Permanently restricted net assets	NONE	29	1,000,000.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	3,084,791.	33	4,510,417.
	34 Total liabilities and net assets/fund balances	7,822,618.	34	11,027,052.

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
b	Were the organization's financial statements audited by an independent accountant?	2b	X
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
b	If "Yes," did the organization undergo the required audit or audits?	3b	X

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1)
nonexempt charitable trusts.

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

OMB No 1545-0047

2008

Open to Public
Inspection

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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

The organization is not a private foundation because it is: (Please check only **one** organization.)

- 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)**. (Attach Schedule H.)
- 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)**. (see instructions)
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III - Functionally Integrated d ☐ Type III - Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box.
- g ☐ Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

	Yes	No
11g(i)		<input checked="" type="checkbox"/>
11g(ii)		<input checked="" type="checkbox"/>
11g(iii)		<input checked="" type="checkbox"/>

h Provide the following information about the organizations the organization supports.

(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 US?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

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

Schedule A (Form 990 or 990-EZ) 2008

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5,058,842.	5,151,139.	7,654,259.	18,221,104.	19,032,109.	55,117,453.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1-3	5,058,842.	5,151,139.	7,654,259.	18,221,104.	19,032,109.	55,117,453.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						55,117,453.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4.	5,058,842.	5,151,139.	7,654,259.	18,221,104.	19,032,109.	55,117,453.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,042.	6,302.	32,124.	55,664.	71,907.	167,039.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	46,809.	121,066.	139,763.	103,950.	428,395.	839,983.
11 Total support. Add lines 7 through 10						56,124,475.
12 Gross receipts from related activities, etc. (See instructions)					12	52,030,327.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	98.21 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	94.73 %
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b.						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

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

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)**SCHEDULE A, PART II - OTHER INCOME**

DESCRIPTION	2004	2005	2006	2007	2008	TOTAL
OTHER INCOME	46,809.	121,066.	139,763.	103,950.	428,395.	839,983.
TOTALS	46,809.	121,066.	139,763.	103,950.	428,395.	839,983.

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **To be completed by organizations described below.**
▶ **Attach to Form 990 or Form 990-EZ.**

OMB No 1545-0047

2008

Open to Public Inspection

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

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

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

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.
See the instructions for Schedule C for details.

- 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 To be completed by all organizations exempt under section 501(c)(3).
See the instructions for Schedule C for details.

- 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 To be completed by all organizations exempt under section 501(c), except section 501(c)(3).
See the instructions for Schedule C for details.

- 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 of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and 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-.

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

Schedule C (Form 990 or 990-EZ) 2008

JSA
8E1264 1 000

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.**A** Check ☐ if the filing organization belongs to an affiliated group.**B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	4,341.													
c	Total lobbying expenditures (add lines 1a and 1b)	4,341.													
d	Other exempt purpose expenditures	29,982,907.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	29,987,248.													
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000.													
<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)	250,000.													
h	Subtract line 1g from line 1a Enter -0- if line g is more than line a														
i	Subtract line 1f from line 1c. Enter -0- if line f is more than line c														
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 of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2 a Lobbying non-taxable amount	NONE	NONE	NONE	4,341.	4,341.
b Lobbying ceiling amount (150% line 2a, column(e))					6,512.
c Total lobbying expenditures				4,341.	4,341.
d Grassroots non-taxable amount				250,000.	250,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					375,000.
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2008

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

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

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details.

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

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." See Schedule C instructions for details.

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

Part IV Supplemental Information

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

Part IV Supplemental Information *(continued)*

Area with horizontal dashed lines for supplemental information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► **Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

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

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

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4 Number of states where property subject to conservation easement is located ► _____

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

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ► \$ _____

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

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

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

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

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

(I) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(II) Assets included in Form 990, Part X ► \$ _____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions	1,000,000.				
c Investment earnings or losses	39,231.				
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	1,039,231.				

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

- a** Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ 100.0000 %
c Term endowment ▶ _____ %

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

- (I) unrelated organizations
 (II) related organizations

	Yes	No
3a(I)		<input checked="" type="checkbox"/>
3a(II)		<input checked="" type="checkbox"/>
3b		

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		60,275.	17,897.	42,378.
d Equipment		132,506.	125,304.	7,202.
e Other		530,844.	438,488.	92,356.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c))				141,936.

Schedule D (Form 990) 2008

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other CERTIFICATES OF DEPOSIT	1,039,231.	FMV
Total. (Column (b) should equal Form 990, Part X, col (B) line 12) ▶	1,039,231.	

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

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

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

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

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

(a) Description of liability	(b) Amount
Federal income taxes	
DEFERRED RENT LIABILITY	136,681.
Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ▶	136,681.

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	32,810,981.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	29,987,248.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	2,823,733.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	-1,398,118.
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4-8	9	-1,398,118.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	1,425,615.

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

1	Total revenue, gains, and other support per audited financial statements	1	33,604,391.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	793,410.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	793,410.
3	Subtract line 2e from line 1	3	32,810,981.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	32,810,981.

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

1	Total expenses and losses per audited financial statements	1	30,780,657.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	793,409.
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	793,409.
3	Subtract line 2e from line 1	3	29,987,248.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	29,987,248.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b.

ORGANIZATION'S LIABILITY FOR UNCERTAIN TAX POSITIONS UNDER FIN 48**SCHEDULE D, PAGE 3, PART X****RA HAS DEFERRED THE APPLICATION OF THE ACCOUNTING PRONOUNCEMENT ON****ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES UNTIL ITS FIRST FISCAL YEAR****BEGINNING AFTER DECEMBER 15, 2008. RA'S ACCOUNTING POLICY IS TO EVALUATE****UNCERTAIN TAX POSITIONS IN ACCORDANCE WITH FASB NO. 5 "ACCOUNTING FOR****CONTINGENCIES"**

Part XV Supplemental Information *(continued)*

Area with horizontal dashed lines for supplemental information.

Department of the Treasury
Internal Revenue Service

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

2008

Open to Public Inspection

Name of the organization

Employer identification number

RAINFOREST ALLIANCE, INC.

13-3377893

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
NORTH AMERICA	2	9	PROGRAM SERVICES	SMARTWOOD, TREES	2,655,948.
CENTRAL AMERICA/CARIBBEAN	4	102	PROGRAM SERVICES	AGRICULTURE	5,839,248.
SOUTH AMERICA	2	29	PROGRAM SERVICES	SMARTWOOD, TREES	6,995,196.
EAST ASIA AND THE PACIFIC	1	14	PROGRAM SERVICES	SMARTWOOD, TREES	2,093,357.
EUROPE	2	13	PROGRAM SERVICES	SMARTWOOD, TREES	1,281,525.
RUSSIA/INDEPENDENT STATES	NONE		PROGRAM SERVICES	SMARTWOOD, TREES	56,797.
SUB-SAHARAN AFRICA	NONE		PROGRAM SERVICES	SMARTWOOD, AGRICULTURE	1,839,699.
Totals ▶	11	167			20,761,770.

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

Schedule F (Form 990) 2008

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Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 ☐ **12**
 Use Schedule F-1 (Form 990) if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			CENT. AMERICA/CARIBBEAN	ADOPT A RAIN	39,532.	EFT			
			SUB-SAHARAN AFRICA	PROMOTE SUST	36,436.	EFT			
			SOUTH AMERICA	AMAZON BASIN	154,821.	EFT			
			CENT. AMERICA/CARIBBEAN	EVALUATION &	32,000.	EFT			
			CENT. AMERICA/CARIBBEAN	BIODIVERSITY	48,116.	EFT			
			CENT. AMERICA/CARIBBEAN	SUSTAINABLE	9,000.	EFT			
			SUB-SAHARAN AFRICA	SUSTAINABLE	94,745.	EFT			
			CENT. AMERICA/CARIBBEAN	BIODIVERSITY	134,985.	EFT			
			SOUTH AMERICA	AMAZON BAS	77,609.	EFT			
			CENT. AMERICA/CARIBBEAN	BIODIVERSITY	88,992.	EFT			
			SUB-SAHARAN AFRICA	SUSTAINABLE	278,799.	EFT			
			CENT. AMERICA/CARIBBEAN	BIODIVERSITY	205,216.	EFT			
			SOUTH AMERICA	SUSTAINABLE	8,067.	EFT			
			SOUTH AMERICA	BIODIVERSITY	161,094.	EFT			

2 Enter total number of organizations that are recognized as charities by the foreign country or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter **NONE**

3 Enter total number of other organizations or entities **12**

Part IV Supplemental Information

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

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

SCHEDULE F, PAGE 1, PART I, ITEM 2

RAINFOREST ALLIANCE MONITORS FUNDS THROUGH IT'S LOCAL OFFICE'S REGULAR

INTERACTION WITH THE RECIPIENT AND REGULAR REPORTING REQUIREMENTS THAT

ARE DETERMINED FOR EACH PARTY.

Name of the organization

▶ **Attach to Form 990 or Form 990-EZ.** Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

**Open To Public
Inspection**

RAINFOREST ALLIANCE, INC.

Employer Identification number

13-3377893

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

- a** ☒ Mail solicitations
- b** ☒ 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 activities? ☒ 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. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
CHECKOWAY CONSULTING AND CREATIVE	FUNDRAISING CONSULTING		X		32,000	
RAYBIN ASSOCIATES	FUNDRAISER CONSULTANT		X		63,000	
Total ▶					95,000	

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

AL, AK, AZ, AR, CA, CO, CT, FL, GA, IL,

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

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

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col (a) through col (c))
		GALA (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	1,513,123.			1,513,123.
	2 Less Charitable contributions	1,315,823.			1,315,823.
	3 Gross revenue (line 1 minus line 2)	197,300.			197,300.
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Other direct expenses	258,356.			258,356.
	8 Direct expense summary Add lines 4 through 7 in column (d)				(258,356.)
	9 Net income summary Combine lines 3 and 8 in column (d)				-61,056.

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 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No	
	7 Direct expense summary Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary Combine lines 1 and 7 in column (d)				

9	Enter the state(s) in which the organization operates gaming activities _____	Yes	No
a	Is the organization licensed to operate gaming activities in each of these states?	9a	
b	If "No," Explain: _____		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b	If "Yes," Explain: _____		
11	Does the organization operate gaming activities with nonmembers?	11	
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

13 Indicate the percentage of gaming activity operated in

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

14 Provide the name and address of the person who prepares the organization's gaming/special event books and records

Name ► _____

Address ► _____

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

- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.

c If "Yes," enter name and address

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer☐ Employee☐ Independent contractor**17** Mandatory distributions.

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? **17a**

- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Grants and Other Assistance to Organizations, Governments, and Individuals in the U.S.

OMB No 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► **Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.**

► **Attach to Form 990.**

Name of the organization

Employer Identification number

RAINFOREST ALLIANCE, INC.

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

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

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Use Part IV and Schedule I-1 (Form 990) if additional space is needed

[illegible]

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

3 Enter total number of other organizations

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

Schedule I (Form 990) 2008

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

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

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

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

SCHEDULE I, PAGE 1, PART 1, ITEM 2

RAINFOREST ALLIANCE MONITORS FUNDS THROUGH IT'S LOCAL OFFICE'S REGULAR

INTERACTION WITH THE RECIPIENT AND REGULAR REPORTING REQUIREMENTS THAT

ARE DETERMINED FOR EACH PARTY.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

► Attach to Form 990. To be completed by organizations
that answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

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

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

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

- | | |
|--------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input 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:

- 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 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

x

x

x

x

x

x

x

x

x

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

Schedule J (Form 990) 2008

Part III Supplemental Information

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

Area with horizontal dashed lines for supplemental information.

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

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

OMB No 1545-0047

2008

**Open to Public
Inspection**

Name of the Organization

RAINFOREST ALLIANCE, INC.

Employer Identification number

13-3377893

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
<u>DANIEL R. KATZ</u> CHAIR	1.	X						NONE	NONE	NONE
<u>LABEED ABOUD</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>BERT AERTS</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>ADAM ALBRIGHT</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>DR. NOEL BROWN</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>DANIEL COHEN</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>ROGER DEROMEDI</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>DR. FRANK J. DOTTORI</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>DR. KARL FOSSUM</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>WENDY GORDON</u> VICE CHAIR	1.	X						NONE	NONE	NONE
<u>HENRY JUSZKIEWICZ</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>SUDHAKAR KESAVAN</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>MARY STUART MASTERSON</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>BRENDAN MAY</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>ERIC ROTHENBERG</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>PETER M. SCHULTE</u> DIRECTOR	1.	X		X				NONE	NONE	NONE
<u>KERRI A. SMITH</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>MARTIN TANDLER</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>ANNEMIEKE WIJN</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>DAVID WASSERMAN</u> DIRECTOR	1.	X						NONE	NONE	NONE
<u>ALAN WILZIG</u> DIRECTOR	1.	X						NONE	NONE	NONE

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

Schedule J-2 (Form 990) 2008

JSA

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

Name of the Organization

Employer Identification number

RAINFOREST ALLIANCE, INC.

13-3377893

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

[illegible]

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Attach to Form 990 or Form 990-EZ.**
▶ **To be completed by organizations that answered**
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, lines 38b or 40b.

OMB No 1545-0047

2008

**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).

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II Loans to and/or From Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

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

Part III Grants or Assistance Benefitting Interested Persons.

To be completed by organizations that 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 grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
JOKE AERTS	FAMILY MEMBER OF DIRECTOR	70,223.	EMPLOYMENT		X

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

Schedule L (Form 990 or 990-EZ) 2008

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Non-Cash Contributions

► To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No 1545-0047

2008

**Open To Public
Inspection**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art				
2 Art-Historical treasures				
3 Art-Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities-Publicly traded	X	6	71,150.	SELLING PRICE
10 Securities-Closely held stock				
11 Securities-Partnership, LLC, or trust interests				
12 Securities-Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate-Residential				
16 Real estate-Commercial				
17 Real estate-Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>STMT 16</u>)		4.	38,336.	
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** **NONE**

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

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

Schedule M (Form 990) 2008

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Part II

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

[illegible]

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

CONFLICT OF INTEREST POLICY

PAGE 6, ITEM 12C

A COPY OF OUR CONFLICT OF INTEREST POLICY, ALONG WITH A CONFLICT OF INTEREST DISCLOSURE STATEMENT, IS FURNISHED TO EACH DIRECTOR, OFFICER AND STAFF MEMBER OF THE RAINFOREST ALLIANCE UPON UNDERTAKING THE DUTIES OF SUCH OFFICE, AND ANNUALLY THEREAFTER FOR THE TERM OF SUCH PERSON'S SERVICE TO THE ORGANIZATION. ANY DISCLOSURES ARE REVIEWED BY AN INTERNAL COMMITTEE MADE UP OF THE PRESIDENT, VICE PRESIDENT OF FINANCE AND ADMINISTRATION, CHIEF FINANCIAL OFFICER AND THE GENERAL COUNSEL, AND ARE REPORTED ON A QUARTERLY BASIS TO THE AUDIT AND RISK COMMITTEE. THE AUDIT AND RISK COMMITTEE HAS AMONG ITS RESPONSIBILITIES THE DUTY OF REVIEWING THE ORGANIZATION'S PERFORMANCE IN MAINTAINING FULL INDEPENDENCE.

IN ADDITION, A DETAILED FORM 990 DISCLOSURE STATEMENT, WITH RESPECT TO DISCLOSURES REQUIRED TO BE REPORTED ON FORM 990 ABOUT ANY TRANSACTIONS BETWEEN THE ORGANIZATION AND THOSE WHO SERVE IT IN VARIOUS VOLUNTEER AND PAID CAPACITIES, AND ABOUT ANY TRANSACTIONS AMONG THOSE PERSONS, IS DISTRIBUTED ANNUALLY TO MEMBERS OF THE COMMITTEE THAT AWARDS KLEINHANS FELLOWSHIPS AND THE RAINFOREST ALLIANCE'S DIRECTORS, OFFICERS AND KEY EMPLOYEES.

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893**ORGANIZATION'S DOCUMENTS****990, PAGE 6, PART VI, SECTION C, LINE 19****THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND****FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST TO****MANAGEMENT. IN ADDITION, THE ORGANIZATION'S AUDITED FINANCIAL****STATEMENTS, CONFLICT OF INTEREST AND WHISTLEBLOWER POLICIES, AND****SUMMARIES OF ALL OF ITS POLICIES AND PROCEDURES TO ENSURE INDEPENDENCE,****ARE AVAILABLE ON ITS WEBSITE.**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

COMPENSATION POLICY

990, PAGE 6, SECTION B, LINE 15

THE ORGANIZATION HAS DEVELOPED SALARY ADMINISTRATION GUIDELINES (THE "GUIDELINES") THAT APPLY IN SETTING THE COMPENSATION OF ALL OF ITS EMPLOYEES, INCLUDING ITS PRESIDENT, OFFICERS, AND KEY EMPLOYEES. UNDER THE GUIDELINES, THE ORGANIZATION CONDUCTS AN ANNUAL SALARY REVIEW FOR ALL EMPLOYEES. THE ORGANIZATION PARTICIPATES IN SEVERAL SALARY SURVEYS WITH SIMILARLY SIZED, INTERNATIONAL NON-PROFIT ORGANIZATIONS TO ENSURE THAT ITS SALARIES ARE WITHIN THE RANGE OF THOSE OF COMPARABLE ORGANIZATIONS. GENERALLY, THE MIDPOINT OF THE ORGANIZATION'S SALARY RANGES FALLS WITHIN THE SALARY RANGE AVERAGES OF COMPARABLE NON-PROFIT ORGANIZATIONS. PERFORMANCE REVIEWS ARE THEN USED TO ESTABLISH AN INDIVIDUAL EMPLOYEE'S COMPENSATION WITHIN THE RANGE SET BY COMPARABILITY DATA. THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS APPROVES MODIFICATION OF COMPENSATION THAT EXTENDS TO SUBSTANTIALLY ALL EMPLOYEES. THE GUIDELINES ALSO REQUIRE THE EXECUTIVE COMMITTEE TO REVIEW AND APPROVE SEPARATELY THE COMPENSATION OF THE PRESIDENT AND VICE PRESIDENT OF FINANCE AND OPERATIONS, UNLESS SUCH INDIVIDUALS RECEIVE A MODIFICATION OF COMPENSATION THAT EXTENDS TO SUBSTANTIALLY ALL EMPLOYEES.

THE LAST SALARY REVIEWS FOR THE ORGANIZATION'S PRESIDENT, VICE PRESIDENT OF FINANCE AND OPERATIONS, AND KEY EMPLOYEES (SENIOR VICE PRESIDENTS OF THE ORGANIZATION) WERE CONDUCTED IN JULY 2008 AS PART OF THE ORGANIZATION'S ANNUAL EMPLOYEE-WIDE SALARY REVIEW. IN 2009 THERE WAS AN ORGANIZATIONAL SALARY FREEZE. AS A RESULT, THE ORGANIZATION DID NOT CONDUCT AN ANNUAL REVIEW FOR ITS EMPLOYEES IN 2009, BUT IT DID PERFORM INDIVIDUAL SALARY REVIEWS WHEN AN EMPLOYEE RECEIVED A PROMOTION. A

Name of the organization

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SALARY REVIEW FOR THE GENERAL COUNSEL, WHO ALSO SERVES AS SECRETARY, WAS

CONDUCTED IN 2010. THE TREASURER OF THE ORGANIZATION DOES NOT RECEIVE

ANY COMPENSATION, AND IS THEREFORE NOT SUBJECT TO ANY REVIEW.

Name of the organization

RAINFOREST ALLIANCE, INC.

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FORM 990 REVIEW PROCESS

990, PAGE 6, SECTION A, LINE 10

THE VP OF FINANCE AND ADMINISTRATION, CFO INITIALLY REVIEWS THE ORGANIZATION'S DRAFT FORM 990. THE OFFICE OF GENERAL COUNSEL, INCLUDING THE GENERAL COUNSEL IN HER CAPACITY AS ATTORNEY AND AS SECRETARY OF THE ORGANIZATION, REVIEWS THE DRAFT 990 WITH RESPECT TO ANY QUESTIONS INVOLVING LEGAL MATTERS. THE DRAFT FORM 990 IS DISTRIBUTED TO EACH OF THE ORGANIZATION'S OFFICERS AND DIRECTORS IN ADVANCE OF THE ORGANIZATION'S NEXT QUARTERLY BOARD MEETING. EACH OFFICER AND DIRECTOR IS ASKED TO REVIEW THE DRAFT FORM 990, AND RAISE ANY QUESTIONS OR COMMENTS AT THE BOARD MEETING. AFTER ALL COMMENTS ARE RECEIVED, THE VP OF FINANCE AND ADMINISTRATION, CFO OVERSEES ANY REVISIONS BEFORE THE FINAL FORM 990 IS FILED.

Name of the organization

Employer identification number

RAINFOREST ALLIANCE, INC.**13-3377893****FOREIGN PAYROLL TAXES AND FRINGE BENEFITS****990, PAGE 10, PART IX, LINE 9****FOR EMPLOYEES WORKING IN FOREIGN COUNTRIES, THE AMOUNTS FOR PENSION PLAN****CONTRIBUTIONS, PAYROLL TAXES, AND OTHER EMPLOYEE BENEFITS ARE ALL****INCLUDED IN LINE 9 - OTHER EMPLOYEE BENEFITS.**

Name of the organization

RAINFOREST ALLIANCE, INC.

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13-3377893

OTHER PROGRAM SERVICES DESCRIPTION AND HIGHLIGHTS - SPECIAL PROJECTS

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

SPECIAL PROJECTS (ICAA)

THE ALLIANCE FOR CONSERVATION AND SUSTAINABLE LIVELIHOODS IN THE ANDEAN

AMAZON (ICAA IS ITS SPANISH ACRONYM), A CONSORTIUM FORMED BY THE

RAINFOREST ALLIANCE AND ITS TWO LOCAL PARTNER ORGANIZATIONS, CONSERVACIÓN

Y DESARROLLO (ECUADOR) AND FUNDACIÓN NATURA (COLOMBIA) HAS AS ITS

OBJECTIVE TO CONSERVE THE BIODIVERSITY OF THE ANDEAN AMAZON USING

SUSTAINABLE MANAGEMENT AND CERTIFICATION IN FORESTRY, AGRICULTURE AND

TOURISM, WHILE BUILDING COMPETITIVE BUSINESSES AND SUSTAINABLE

LIVELIHOODS. WORK IS FOCUSED IN THE FOUR COUNTRIES THAT COMPOSE THE

ANDEAN AMAZON REGION: COLOMBIA, ECUADOR, PERU, AND BOLIVIA.

HIGHLIGHTS FOR 2009 INCLUDE:

- ADDING 825 NEW COCOA PRODUCERS (800 OF THEM MEMBERS OF THE KICHWA TRIBE, WITH OVER 1000 HA OF FARMS LOCATED NEAR THE NAPO-GALERAS AND GRAN SUMACO PROTECTED AREAS) TO THE PROGRAM.

- STRENGTHENING OF THE CONSORTIUM'S RELATIONSHIP WITH PRODUCER ORGANIZATIONS AND EXPORT BUSINESSES INVOLVED IN THE IMPLEMENTATION OF BEST MANAGEMENT PRACTICES IN COFFEE FARMS IN PERU. WE ARE NOW CURRENTLY WORKING WITH MORE THAN TWENTY ORGANIZATIONS REPRESENTING OVER 2,200 COFFEE PRODUCERS THAT ARE IMPLEMENTING SOCIAL AND ENVIRONMENTAL BEST MANAGEMENT PRACTICES IN MORE THAN 22,000 HA.

- TRAINING ALMOST 1,500 COFFEE FARMERS IN COLOMBIA THROUGH 38

Name of the organization

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RAINFOREST ALLIANCE, INC.

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TRAINING EVENTS, IN SUBJECTS SUCH AS WASTE MANAGEMENT, WATER MANAGEMENT,
WILDLIFE PROTECTION, AND BIODIVERSITY CONSERVATION.

- OBTAINING THE GEOGRAPHIC INFORMATION FOR THE BIOLOGICALLY
SIGNIFICANT AREAS NEAR PROJECT FARMS AND SOME OF THE PROJECT FARMS.

- CANDELA PERU, A GROUP THAT MANAGES 50 BRAZIL NUT CONCESSIONAIRES
TOTALING 50,000 HA, RECEIVED A PRE-ASSESSMENT FOR FOREST STEWARDSHIP
COUNCIL (FSC) CERTIFICATION BY THE RAINFOREST ALLIANCE'S SMARTWOOD
PROGRAM.

- MOUS WERE SIGNED WITH RED FORESTAL TAMBOPATA (4 CONCESSIONS
TOTALING 123,550 HA), FRONTIER FORESTAL (2 CONCESSIONS TOTALING 67,864
HA), AND RED CHILINA (4 CONCESSIONS TOTALING 43,381 HA) TO BEGIN THE
CERTIFICATION PROCESS AND RECEIVE TRAINING AND TECHNICAL ASSISTANCE IN
BUSINESS PLAN DEVELOPMENT AND MARKET LINKAGE SUPPORT.

- SIGNING OF TWO MOUS IN BOLIVIA, ONE WITH AN INDIGENOUS FOREST
ORGANIZATION CALLED YAMINAHUA-MACHINER, AND THE OTHER WITH THE NGO AMAPAN
(SUSTAINABLE DEVELOPMENT PROGRAM FOR PANDO). THE GOAL OF THESE MOUS IS TO
INCREASE THE LEVEL OF UNDERSTANDING OF FSC PRINCIPLES AND CRITERIA AMONG
ORGANIZATIONS' MEMBERS AND BENEFICIARIES, AND FACILITATE A STEP-WISE
APPROACH TOWARDS GROUP CERTIFICATION.

- 25 NEW OPERATIONS WERE ADDED INTO THE SUSTAINABLE TOURISM BEST
MANAGEMENT PRACTICES PROGRAM, BRINGING THE TOTAL NUMBER TO DATE TO 54 (33
IN ECUADOR AND 21 IN PERU). TWENTY-THREE OF THESE OPERATIONS (14 IN

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ECUADOR AND 9 PERU) RECEIVED SUSTAINABILITY AND BEST MANAGEMENT PRACTICES

DIAGNOSTIC EVALUATIONS. ANOTHER IMPORTANT ACHIEVEMENT WAS THE

ESTABLISHMENT OF FIVE NEW ALLIANCES WITH LOCAL TOUR OPERATORS (3 IN

ECUADOR AND 2 IN PERU) THAT WILL INCLUDE THE PROJECT'S TOURISM OPERATIONS

IN THEIR PORTFOLIOS.

- SIGNING AN IMPORTANT AGREEMENT WITH THE ECUADOR MINISTRY OF TOURISM

(MINTUR) THAT WILL ALLOW US TO CONTINUE WORKING WITH THE TOURISM

PROMOTION FUND TO POSITION ECUADOR AS A SUSTAINABLE TOURISM DESTINATION,

AND WITH THE MINISTRY'S AMAZON REGION PROGRAM.

Name of the organization

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OTHER PROGRAM SERVICES DESCRIPTION AND HIGHLIGHTS -COMMUNICATION/EDUCATION

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

COMMUNICATIONS/EDUCATION

THE RAINFOREST ALLIANCE'S COMMUNICATIONS/EDUCATION PROGRAM WORKS TO

PROMOTE THE WORK OF THE RAINFOREST ALLIANCE WORLDWIDE, AND TO DEVELOP AND

EXPAND OUR DISTINCTIVE AND INNOVATIVE LEARNING MATERIALS AND IMPLEMENT

OUR ENVIRONMENTAL EDUCATION CURRICULA AT ELEMENTARY SCHOOLS WITH LARGE

POPULATIONS OF LATINO STUDENTS IN SPECIFIC US CITIES.

HIGHLIGHTS IN 2009 INCLUDE:

- LAUNCHING OUR VIRTUAL TREEHOUSE, AN INTERACTIVE SECTION OF OUR WEB

SITE WHERE KIDS CAN PLAY GAMES THAT ALLOW THEM TO EXPLORE THE WONDERS OF

THE RAINFOREST WHILE LEARNING IMPORTANT SCIENCE, SOCIAL STUDIES AND

SEQUENCING CONCEPTS.

- LAUNCHING A NEW SCHOOL PARTNERSHIP WITH FIRST AVENUE AND HAWTHORNE

AVENUE SCHOOLS IN NEWARK, NJ, AND BUILDING ON SUCCESSES AT EXISTING

PARTNER SCHOOLS.

- EXPANDING OUR EDUCATIONAL RESOURCES TO INCLUDE ADDITIONAL SPECIES

PROFILES ABOUT THE FASCINATING FLORA AND FAUNA FOUND IN RAINFORESTS, A

SLIDESHOW ON COFFEE, COLORING PAGES, AND MAPS SHOWING FOREST COVER DATA

OVER TIME TO GRAPH DEFORESTATION RATES.

- REVISING PROFILES OF THE RAINFOREST ALLIANCE'S WORK WITH COMPANIES

Name of the organization

RAINFOREST ALLIANCE, INC.

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IN ORDER TO MAKE THEM MORE "KID FRIENDLY". THESE RESOURCES WERE ADDED TO
THE RAINFOREST ALLIANCE LEARNING SITE. WE ALSO REVAMPED THE LEARNING SITE
TO MAKE IT EASIER TO NAVIGATE THROUGH THE NUMEROUS RESOURCES AND A NEW
LEARNING SITE WAS LAUNCHED OVER THE SUMMER OF 2008.

- COLLABORATING WITH EARTHWATCH, CREATIVE CONNECTIONS AND SEAWORLD
BUSCH GARDENS TO EXPAND OPPORTUNITIES TO PARTNER SCHOOLS AND EXPANDING
OUR CURRICULUM TO INCLUDE LESSONS FOR MIDDLE SCHOOL GRADES FOCUSED ON
SUSTAINABLE FORESTRY.

Name of the organization

RAINFOREST ALLIANCE, INC.

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OTHER PROGRAM SERVICES DESCRIPTION AND HIGHLIGHTS - SUSTAINABLE TOURISM

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

SUSTAINABLE TOURISM

THE RAINFOREST ALLIANCE'S SUSTAINABLE TOURISM PROGRAM IS WORKING TO HELP

TOURISM ENTREPRENEURS CONSERVE THEIR ENVIRONMENTS AND CONTRIBUTE TO LOCAL

LIVELIHOODS, WHILE IMPROVING THEIR OWN BOTTOM LINE.

THE RAINFOREST ALLIANCE IS LEADING A GLOBAL EFFORT TO HELP DEFINE,

STANDARDIZE AND SCALE UP SUSTAINABLE TOURISM. PARTNERING WITH INDUSTRY

ASSOCIATIONS, NONPROFITS, AND GOVERNMENT AGENCIES, WE PROMOTE HIGHER

ENVIRONMENTAL AND SOCIAL STANDARDS FOR THE TOURISM INDUSTRY AND

GOVERNMENT TOURISM POLICY. WE HAVE BEEN WORKING WITH SMALL AND

MEDIUM-SIZED BUSINESSES, AS WELL AS INDIGENOUS AND COMMUNITY GROUPS IN

LATIN AMERICA, TO EDUCATE THEM ON THE OPPORTUNITIES THAT EXIST TO

INCORPORATE ON-SITE CONSERVATION MEASURES INTO THEIR OPERATIONS, THEREBY

MINIMIZING THEIR IMPACT ON LOCAL WILDLIFE AND LANDSCAPES.

HIGHLIGHTS IN 2009 INCLUDE:

- TRAINING AN ADDITIONAL 1,200 ENTERPRISES IN SUSTAINABLE TOURISM PRACTICES.

- CONDUCTING MORE THAN 200 PILOT DIAGNOSES OF A SET OF REGIONAL BASELINE STANDARDS DURING ON-SITE VERIFICATION VISITS WITH TOURISM BUSINESSES.

Name of the organization

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- ESTABLISHING MORE THAN 20 NEW ALLIANCES WITH INBOUND (NATIONAL-LEVEL) TOUR OPERATORS, AND AN ADDITIONAL 10 AGREEMENTS WITH INTERNATIONAL TOUR OPERATORS FROM SEVERAL COUNTRIES. THESE OPERATORS AGREED TO SOURCE A MAJORITY OF THEIR TOUR AND TRAVEL PACKAGES FROM THE ENTERPRISES WHO ARE IMPLEMENTING BEST PRACTICES IN OUR PROGRAM.
- INCREASING THE NUMBER OF ORGANIZATIONS REPRESENTING THE REGIONAL NETWORK IN THEIR RESPECTIVE COUNTRIES, WITH 10 NEW MEMBERS JOINING THE NETWORK IN 2009.
- DEVELOPING FOUR GUIDES TO PRACTICAL OPERATIONAL BEST PRACTICES FOR TOURISM BUSINESSES OPERATING IN TOPICAL FOREST AND MARINE ECOSYSTEMS, ALL OF WHICH HAVE SPANISH AND ENGLISH, PRINT AND DIGITAL EDITIONS: 1) GUIDE TO GOOD PRACTICES FOR SUSTAINABLE TOURISM IN MARINE-COASTAL ECOSYSTEMS; 2) GUIDE TO GOOD PRACTICES FOR SUSTAINABLE TOURISM IN TROPICAL FORESTS ACCOMMODATION SERVICES; 3) BEST PRACTICES GUIDE FOR MARINE TOUR OPERATORS; AND 4) BEST PRACTICES GUIDE FOR TROPICAL FOREST TOUR OPERATORS. THESE GUIDES ARE CURRENTLY BEING USED THROUGHOUT LATIN AMERICA AND BEYOND, THUS FACILITATING THE DISSEMINATION OF BEST PRACTICES TO BENEFICIARIES EVEN OUTSIDE OF RAINFOREST ALLIANCE FIELD PROJECTS.
- CONTINUING TO LEAD THE PROCESS TO CREATE AN INTERNATIONAL BODY THAT WILL BECOME THE ACCREDITATION ORGANIZATION OF TOURISM CERTIFICATION SCHEMES. IN 2009, THE GLOBAL BASELINE CRITERIA FOR SUSTAINABLE TOURISM WERE ANNOUNCED IN BARCELONA BY TED TURNER AND THE UN FOUNDATION. THIS PARTNERSHIP FOR THE GLOBAL CRITERIA WAS COMPRISED OF 27 ORGANIZATIONS, WHICH INCLUDED IN-KIND SUPPORT AND TECHNICAL EXPERTISE FROM RAINFOREST

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ALLIANCE. THE GROUP ANALYZED 4,500 CRITERIA AND INVITED MORE THAN 80,000

PEOPLE TO COMMENT. THESE CRITERIA BECAME THE BASELINE FOR THE PRINCIPLES

OF THE FUTURE ACCREDITATION AGENCY, THE TOURISM SUSTAINABILITY COUNCIL

(TSC), WHICH WAS FORMALLY LAUNCHED IN EARLY 2009. RAINFOREST ALLIANCE

HAS LED THE TECHNICAL AND ADMINISTRATIVE SUPPORT FOR THE TSC PROCESS

SINCE 2001.

Name of the organization

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RELATED ENTITY EXPENSE TRACKING

SCHEDULE R, PAGE 3, PART V, ITEM 2

THE ORGANIZATION HAS NOT CURRENTLY BEEN TRACKING CERTAIN CLASSES OF

EXPENSES OF RELATED ORGANIZATIONS. AS A RESULT, SUCH EXPENSES HAVE NOT

BEEN INCLUDED IN THE TOTALS SHOWN ON SCHEDULE R PART V. THE ORGANIZATION

HAS IMPLEMENTED CHANGES THAT WILL ALLOW IT TO TRACK SUCH EXPENSES ON A

GOING-FORWARD BASIS.

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AMENDED FORM 990

PAGE 1, SECTION B, AMENDED RETURN

AN AMENDED RETURN IS BEING FILED TO CORRECT REPORTING OF THE BOARD

DIRECTORS OF THE ORGANIZATION. NON-VOTING DIRECTORS HAVE NOT BEEN

INCLUDED IN THE AMENDED RETURN, AS PER FORM 990 INSTRUCTIONS, AND

CORRESPONDING CHANGES TO THE RETURN HAVE BEEN MADE.

► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
► See separate Instructions.

Related Organizations and Unrelated Partnerships

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501 (c)(3))	(F) Direct controlling entity
RAINFOREST ALLIANCE MEXICO MARGARITA MAZA #422, CENTRO, C.P. 68000, OAXACA	TREES	MX			RA
RAINFOREST ALLIANCE CANADA 15 CHEMIN BISSEON J9B 1T9 CHELSEA, QUEBEC CA	SMARTWOOD	CA			RA

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

Schedule R (Form 990) 2008

Part V Transactions With Related Organizations

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

1 During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (iii) annuities (iii) royalties (iv) rent from a controlled entity		<input checked="" type="checkbox"/>
b Gift, grant, or capital contribution to other organization(s)		<input checked="" type="checkbox"/>
c Gift, grant, or capital contribution from other organization(s)		<input checked="" type="checkbox"/>
d Loans or loan guarantees to or for other organization(s)		<input checked="" type="checkbox"/>
e Loans or loan guarantees by other organization(s)		<input checked="" type="checkbox"/>
f Sale of assets to other organization(s)		<input checked="" type="checkbox"/>
g Purchase of assets from other organization(s)		<input checked="" type="checkbox"/>
h Exchange of assets		<input checked="" type="checkbox"/>
i Lease of facilities, equipment, or other assets to other organization(s)		<input checked="" type="checkbox"/>
j Lease of facilities, equipment, or other assets from other organization(s)		<input checked="" type="checkbox"/>
k Performance of services or membership or fundraising solicitations for other organization(s)		<input checked="" type="checkbox"/>
l Performance of services or membership or fundraising solicitations by other organization(s)		<input checked="" type="checkbox"/>
m Sharing of facilities, equipment, mailing lists, or other assets		<input checked="" type="checkbox"/>
n Sharing of paid employees		<input checked="" type="checkbox"/>
o Reimbursement paid to other organization for expenses		<input checked="" type="checkbox"/>
p Reimbursement paid by other organization for expenses		<input checked="" type="checkbox"/>
q Other transfer of cash or property to other organization(s)		<input checked="" type="checkbox"/>
r Other transfer of cash or property from other organization(s)		<input checked="" type="checkbox"/>

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

(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) PT SMARTWOOD INDONESIA	L	30,000.
(2) RAINFOREST ALLIANCE MEXICO	L	212,484.
(3) RAINFOREST ALLIANCE SLR	L	255,334.
(4) RAINFOREST ALLIANCE CANADA	L	430,436.
(5) SUSTAINABLE FARM INTERNATIONAL, LIMITADA	Q	1,802,850.
(6)		

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.

[illegible]

FORM 990, PART III - PROGRAM SERVICES

4A PROGRAM SERVICE

SMARTWOOD - AS THE WORLD'S LEADING FOREST STEWARDSHIP COUNCIL (FSC) FOREST MANAGEMENT CERTIFIER, SMARTWOOD SETS THE INTERNATIONAL GOLD STANDARD FOR CREDIBILITY IN AUDITING ENVIRONMENTALLY AND SOCIALLY RESPONSIBLE FORESTRY. THE SMARTWOOD PROGRAM OFFERS A DIVERSE SET OF CERTIFICATION AND VERIFICATION SERVICES.

FISCAL YEAR 2009 WAS A SUCCESSFUL YEAR AND THE SMARTWOOD PROGRAM CONTINUED TO GROW. RAINFOREST ALLIANCE HAS MAINTAINED ITS MARKET SHARE IN TERMS OF FOREST MANAGEMENT CERTIFICATION IN THE FOREST STEWARDSHIP COUNCIL (FSC) SYSTEM, WITH AROUND 40% OF THE TOTAL CERTIFIED HECTARES IN THE FSC SYSTEM, AS MEASURED BY THE NUMBER OF FOREST HECTARES UNDER MANAGEMENT, MOVING FROM 44 MILLION TO 53 MILLION HECTARES. IN ADDITION, OUR TOTAL NUMBER OF CHAIN OF CUSTODY CERTIFICATES IN THE FSC SYSTEM HAS RISEN FROM 2,014 CERTIFICATES TO 2,667 CERTIFICATES (REPRESENTING 19% OF THE FSC PORTFOLIO).

HIGHLIGHTS IN 2009 INCLUDE:

- DURING 2009, THE NUMBER OF OPERATIONS GREW BY 24% AND ACRES CERTIFIED BY SMARTWOOD GREW 20%. SMARTWOOD ACHIEVED THIS GROWTH DESPITE GROWING COMPETITION WITHIN THE FSC SYSTEM, WHERE THERE ARE NOW MORE THAN 20 ACCREDITED CERTIFICATION BODIES. THESE ACHIEVEMENTS DEMONSTRATE SMARTWOOD'S CONTINUING LEADERSHIP POSITION IN THE FSC SYSTEM, AND ARE THE RESULT OF BOTH A STRUCTURE AND STRATEGY THAT IS PROVING EFFECTIVE.

- THE STRONG GROWTH OF CERTIFICATES, PARTICULARLY FSC CHAIN OF CUSTODY (COC) IN US, CANADA, ASIA PACIFIC AND EASTERN EUROPE/RUSSIA WAS A MAIN DRIVER FOR SMARTWOOD. COC CERTIFICATION GREW 26% DURING THE PERIOD. DEMAND HAS REMAINED STRONG IN THE PAPER/PRINTING SECTOR. THIS SECTOR NOW COMPOSES CLOSE TO 50% OF ALL CERTIFICATES IN NORTH AMERICA.

- FOREST MANAGEMENT CERTIFICATION GREW AT A MUCH SLOWER RATE IN FY 09 WITH CERTIFICATES INCREASING AT 5%. THESE CERTIFICATES, HOWEVER, WERE LARGELY BOREAL FOREST OPERATIONS WHOSE LARGE SIZE RESULTED IN AN INCREASE OF CERTIFIED FOREST AREA OF 20%.

- AFTER SEVERAL YEARS OF DEVELOPMENT, IN 2009 SMARTWOOD SAW A GROWTH OF VERIFICATION SERVICES, NOTABLY LEGALITY VERIFICATION IN ASIA PACIFIC AND CARBON VERIFICATION IN ALL REGIONS.

FORM 990, PART III - PROGRAM SERVICES

- FY 2008 WAS A PARTICULARLY CHALLENGING YEAR FOR SMARTWOOD WHERE ACCELERATED PORTFOLIO GROWTH STRETCHED SMARTWOOD SYSTEMS AND LOWERED KEY INDICATORS OF CUSTOMER SERVICE. IN 2009, A STOPGAP POLICY THAT SLOWED ACCEPTANCE OF NEW APPLICANTS COUPLED WITH INTENSIVE STAFF TRAINING, CONTRIBUTED TOWARDS A MARKED IMPROVEMENT IN AUDIT SCHEDULING, AUDIT TIMELINESS AND OVERALL AUDIT QUALITY.

- FSC HAS BEEN INEFFECTUAL IN DEVELOPING STREAMLINED CERTIFICATION REQUIREMENTS TO INCREASE PARTICIPATION OF SMALL LANDOWNERS. IN 2009, SMARTWOOD PARTNER NEPCON COMPLETED A NOVEL PILOT EFFORT IN THE BALTIMORE WHERE SMARTLOGGING STANDARDS WERE INTEGRATED WITH THE FSC FOR ULTRA SMALL LANDOWNERS. THIS PROJECT WHICH WAS DONE IN COORDINATION WITH STORA ENSO AND WWF, PROVIDES A NEW MODEL FOR BRINGING SMALL LANDOWNERS INTO CERTIFICATION.

- IN MARCH 2009, AFTER MORE THAN TWO YEARS OF PLANNING AND DEVELOPMENT, SMARTWOOD LAUNCHED A NEW DATABASE/BUSINESS PLATFORM - SALESFORCE - TO REPLACE AN AGING ACCESS-BASED DATABASE. SIGNIFICANT ORGANIZATIONAL RESOURCES WERE INVESTED IN IMPLEMENTING SALESFORCE INCLUDING STAFF TRAINING, DEVELOPMENT OF MANAGEMENT AND TASK TRACKING REPORTS AND ADDING LABOR SAVING OR EFFICIENCY MEASURES.

- CONTINUING A LONG TERM EFFORT TO CREATE A DECENTRALIZED SERVICE DELIVERY NETWORK, IN 2009 SMARTWOOD DECENTRALIZED KEY FUNCTIONS, USUALLY IMPLEMENTED THROUGH OUR HEADQUARTERS OFFICE, INCLUDING CERTIFICATION ADMINISTRATION TASKS SUCH AS CONTRACTING AND CERTIFICATE ISSUANCE. THIS CHANGE GREATLY IMPROVED REGIONAL CONTROL OF THE CERTIFICATION PROCESS AND REMOVING BOTTLENECKS AND INEFFICIENCIES.

4B PROGRAM SERVICE

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

IN THE PURSUIT OF GLOBAL SUSTAINABLE AGRICULTURE, WE ARE COMMITTED TO DEVELOPING OUR PROGRAM INTO THE LEADING MODEL FOR EFFECTIVE IMPLEMENTATION OF SOCIAL AND ENVIRONMENTAL BEST MANAGEMENT

FORM 990, PART III - PROGRAM SERVICES

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PRACTICES. OUR GOAL IS TO PROMOTE SUSTAINABLE AGRICULTURE WORLDWIDE THROUGH OUR INTERNATIONALLY CREDIBLE, PROACTIVE AND RESPONSIVE CERTIFICATION SYSTEM THAT REMAINS ACCESSIBLE TO LARGE AGRIBUSINESSES AND SMALL FARMERS ALIKE. AS WE CONTINUE TO MAXIMIZE, DOCUMENT AND SHARE THE CONSERVATION AND COMMUNITY BENEFITS OF OUR STANDARDS, WE HAVE ENCOURAGED THE INCREASED DEMAND FOR SUSTAINABLE AGRICULTURE PRODUCTS.

HIGHLIGHTS IN 2009 INCLUDED:

- INCREASING THE AGRICULTURAL LAND CERTIFIED TO MORE THAN 1,500,000 ACRES CERTIFIED GLOBALLY, REPRESENTING MORE THAN 40,000 FARMS.
- EXPANDING OUR COCOA WORK INTO GHANA, THROUGH A NEW FORMAL PARTNERSHIP WITH MARS. IN COFFEE, WE EXPANDED INTO TANZANIA AND COMPLETED THE FIRST CERTIFICATIONS THERE.
- EXPANDING OUR COFFEE PROGRAM INTO ASIA, CERTIFYING OUR FIRST GROUPS OF FARMS IN INDONESIA, REPRESENTING MORE THAN 4,800 FARMS. WE BEGAN WORKING WITH MANY COFFEE FARMS IN VIETNAM AS WELL DURING 2009.
- DEEPENING OUR COCOA WORK IN LATIN AMERICA (ECUADOR AND DOMINICAN REPUBLIC). IN 2009 WE HAD MORE THAN 3,000 COCOA FARMS CERTIFIED IN ECUADOR, AND MORE THAN 3,100 FARMS CERTIFIED IN THE DOMINICAN REPUBLIC. IN ADDITION TO THE MARS PARTNERSHIP, WE HAD SEVERAL ONGOING DISCUSSIONS WITH LARGE CHOCOLATE BUYERS AND BECAME CLOSE TO FINALIZING AGREEMENTS.
- INCREASING THE NUMBER OF NEW COMPANIES PARTICIPATING IN OUR PROGRAM THROUGH PROMOTION OF CERTIFIED PRODUCTS AND HEIGHTENED COMMUNICATION OF MARKET OPPORTUNITIES. NEW RELATIONSHIPS WITH COMPANIES INCLUDED MANY NEW MAINSTREAM AND NICHE COMPANIES BUYING RAINFOREST ALLIANCE CERTIFIED COFFEE AND OTHER PRODUCTS. SOME EXAMPLES INCLUDE WAL-MART, TARGET AND SAM'S CLUB ALL STARTING TO SOURCE RAINFOREST ALLIANCE CERTIFIED COFFEE. WHOLE FOODS BEGAN SELLING RAINFOREST ALLIANCE CERTIFIED COFFEE, BANANAS, AND CHOCOLATE. COSTCO BECAME THE FIRST MAJOR US RETAILER TO SELL RAINFOREST ALLIANCE CERTIFIED FLOWERS.
- EXPANDING OUR WORK TO IMPROVE THE LIVELIHOODS OF TEA GROWERS AND WORKERS IN AFRICA AND INDIA. WE CERTIFIED SEVERAL LARGE ESTATE FARMS IN KENYA, TANZANIA AND INDIA IN 2009. THIS WORK WAS GREATLY CATALYZED BY A COMMITMENT FROM UNILEVER, THE WORLD'S LARGEST TEA COMPANY AND MAKER OF THE LIPTON BRAND, WHICH ANNOUNCED

FORM 990, PART III - PROGRAM SERVICES

PLANS IN 2007 TO SOURCE ITS ENTIRE TEA SUPPLY SUSTAINABLY, STARTING WITH THE CERTIFICATION OF ITS TEA PRODUCERS IN EAST AFRICA, TO RAINFOREST ALLIANCE STANDARDS.

4C PROGRAM SERVICE

TREES - THE RAINFOREST ALLIANCE'S TREES PROGRAM FOCUSES ON (TR)AINING, (E)XTENSION, (E)NTERPRISES AND (S)OURCING ACTIVITIES. WE HELP COMMUNITIES AND SMALL AND MEDIUM ENTERPRISES (SMES) HARVEST AND PRODUCE FOREST PRODUCTS IN A SUSTAINABLE WAY, AND SELL THEIR GOODS TO CONSCIENTIOUS CONSUMERS IN THE GLOBAL MARKETPLACE.

THE RAINFOREST ALLIANCE HAS PIONEERED SUSTAINABLE FORESTRY ON A GLOBAL SCALE, HELPING TO MAKE WORKING FORESTS SUSTAINABLE, AND - BY PROMOTING RESPONSIBLE MANAGEMENT - HELPING SUSTAIN AND ENHANCE THE LIVELIHOODS DERIVED FROM THEM.

HIGHLIGHTS IN 2009 INCLUDE:

- TRAINING 8,000 PEOPLE IN FORESTRY CERTIFICATION BY OUR PROGRAM IN CHINA OVER THE LAST THREE YEARS, WITH MORE THAN 3,000 IN 2009 ALONE. THIS WAS A 300% INCREASE OVER OUR ORIGINAL THREE-YEAR PROJECT TARGET. TRAINING CONTINUED IN MANY OTHER COUNTRIES AS WELL.
- DEVELOPING AND DISSEMINATING NEW MODELS FOR COMMUNITY GROUPS IN PRIORITIZED AREAS; BUSINESS SKILL TRAININGS TO COMMUNITY GROUPS; AND SEVERAL NEW PRODUCTS DEVELOPED FROM LOWER GRADES OF WOOD. WE CONTINUED TO FOCUS ON COMMUNITY FORESTRY MODELS, ESPECIALLY IN GUATEMALA, HONDURAS, NICARAGUA AND MEXICO. 2009 SAW THE DEEPENING OF WORK IN GUATEMALA, ADDING MANY NEW PRODUCTS TO CERTIFIED SALES FROM THE REGION, AND AN EXPANSION OF OUR WORK IN HONDURAS TO SEVERAL NEW INDIGENOUS COMMUNITIES WHO ARE HARVESTING NEW NON-TIMBER PRODUCTS FOR HAIR CARE PRODUCTS.
- BROADENING OUR GEOGRAPHIC SCOPE TO INCLUDE AN INCREASED FOCUS ON CHINA, MEXICO, HONDURAS, NICARAGUA, AND INCREASINGLY, ASIA AND AFRICA. REPLICATING THE CHINA WORK IN SIBERIAN RUSSIA, ANOTHER KEY AREA WHERE AWARENESS-BUILDING IN RESPONSIBLE FORESTRY IS URGENTLY REQUIRED. WE HAVE GREATLY SCALED UP OUR WORK IN MEXICO BY PREPARING FOR A NEW PROJECT WITH GLOBAL ENVIRONMENT FACILITY FUNDING. OUR CHINA PROJECT RENEWED SUPPORT FOR AN ADDITIONAL THREE YEARS FROM IKEA. IN 2009 WE LAUNCHED A NEW THREE YEAR PROJECT IN SIBERIAN RUSSIA, ALSO WITH LEADERSHIP SUPPORT FROM

FORM 990, PART III - PROGRAM SERVICES
=====

IKEA.

- ENGAGING COMPANIES AS WELL AS THE FINANCIAL SECTOR TO USE THEIR PURCHASING AND INVESTING POWER TO FOSTER AND SUPPORT SUSTAINABLE FORESTRY. WE CONTINUED TO ENGAGE THE FINANCIAL SECTOR ON SUSTAINABLE INVESTING AND A COMMITMENT TO FSC CERTIFICATION AS A PRE-REQUISITE FOR ANY FOREST MANAGEMENT OPERATIONS THEY MAY BE INVESTING IN. WE WORKED CLOSELY WITH HSBC, JPMORGAN CHASE, CITIGROUP AND OTHERS ON THIS ISSUE.
- DEEPENING OUR WORK IN PENNSYLVANIA'S GREEN BUILDING MOVEMENT. IN 2009 WE ASSISTED SEVERAL HIGH-PROFILE GREEN BUILDING PROJECTS, AND WE TRAINED MORE THAN 800 KEY STAKEHOLDERS.

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

DESCRIPTION	GRANTS	EXPENSES	REVENUE
SPECIAL PROJECTS	792,333.	2,795,362.	332,702.
COMMUNICATIONS/EDUCATION	39,594.	2,205,341.	197,180.
SUSTAINABLE TOURISM	34,956.	1,786,957.	31,103.
OTHER PROGRAM REVENUE			68,592.
TOTALS	866,883.	6,787,660.	629,577.

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

COSTA RICA
BOLIVIA
SPAIN
INDONESIA
GUATEMALA
MEXICO
NICARAGUA
ECUADOR

FORM 990, PART VI, LINE 17 - STATES

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AL,AK,AZ,AR,CA,CO,CT,DE,
DC,FL,GA,HI,ID,IL,IN,IA,KS,KY,LA,ME,MD,MA,MI,
MN,MS,MO,MT,NE,NV,NH,NJ,NM,NY,NC,ND,OH,OK,OR,PA,
RI,SC,SD,TN,TX,UT,VT,VA,WA,WV,WI,WY

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INTEREST INCOME	71,907.			71,907.
TOTALS	71,907.			71,907.

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS
=====DESCRIPTION
-----AMOUNT

GALA	1,315,823.
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TOTAL	----- 1,315,823. =====
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FORM 990, PART VIII - FUNDRAISING EVENTS

DESCRIPTION	GROSS INCOME	DIRECT EXPENSES	NET INCOME
GALA	197,300.	258,356.	-61,056.
TOTALS	197,300.	258,356.	-61,056.

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
SUBAGREEMENT ADVANCE	298,771.	117,086.
PREPAID EXPENSES	59,342.	188,663.
	-----	-----
TOTALS	358,113.	305,749.
	=====	=====

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	COST OR FMV -----
SEGREGATED INVESTMENTS	33,746.	25,446.	FMV
	-----	-----	
TOTALS	33,746.	25,446.	
	=====	=====	

FORM 990, PART X - DEFERRED REVENUE
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
DEFERRED INCOME	216,000.

TOTALS	216,000.
	=====

FORM 990, PART X - SECURED MORTGAGES AND NOTES PAYABLE
=====

LENDER: MACARTHUR FOUNDATION
 ORIGINAL AMOUNT: 1,000,000.
 DATE OF NOTE: 04/16/1999
 MATURITY DATE: 10/31/2010
 REPAYMENT TERMS: PRINCIPAL AMOUNT DUE IN FULL ON 10/31/10
 PURPOSE OF LOAN: SUPPORTING SMARTWOOD PROGRAM

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

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

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

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

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

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

DESCRIPTION	(A) CHECK	(B) NUMBER OF CONTRIBUTIONS	(C) REVENUES REPORTED	(D) METHOD OF DETERMINING
GALA POSTERS AND ADVERTISEMENT	X	1	500.	FAIR MARKET VALUE
GALA MATERIALS	X	1	1,000.	FAIR MARKET VALUE
GALA SILENT AUCTION SERVICES	X	1	3,500.	FAIR MARKET VALUE
GALA PRODUCTION AND AUDIO/VISUAL SERVICES	X	1	33,336.	FAIR MARKET VALUE
TOTALS		4.	38,336.	

DEPRECIATION

[illegible]

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

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- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
	Number, street, and room or suite no. If a P.O. box, see instructions 665 BROADWAY	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10012-2420	

Check type of return to be filed (File a separate application for each return).

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

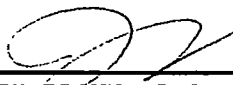
- The books are in the care of **RAINFOREST ALLIANCE, INC.**
Telephone No **212 677-1900** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **05/15/2010**
- For calendar year , or other tax year beginning **07/01/2008** and ending **06/30/2009**
- If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **AWAITING ADDITIONAL INFORMATION NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	NONE
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	NONE
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CEO** Date **2/9/10**

WITHUMSMITH+BROWN, P.C.
ONE SPRING STREET
NEW BRUNSWICK, NJ 08901

Form 8868 (Rev 4-2009)