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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation) ▶ The organization may have to use a copy of this return to satisfy state reporting requirements	OMB No 1545-0047
		2010
		Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 07-01-2010 and ending 06-30-2011				
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization RAINFOREST ALLIANCE INC		D Employer identification number 13-3377893	
	Doing Business As		E Telephone number (212) 677-1900	
	Number and street (or P O box if mail is not delivered to street address) 665 BROADWAY		Room/suite	G Gross receipts \$ 38,802,534
	City or town, state or country, and ZIP + 4 NEW YORK, NY 100122420			
	F Name and address of principal officer TENSIE WHELAN 665 BROADWAY SUITE 500 NEW YORK, NY 100122420		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: ▶ WWW.RAINFOREST-ALLIANCE.ORG				
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation 1987	M State of legal domicile NY

Part I		Summary			
Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE 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 checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets				
	3 Number of voting members of the governing body (Part VI, line 1a)	3	17		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	17		
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	157		
6 Total number of volunteers (estimate if necessary)	6	45			
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0			
b Net unrelated business taxable income from Form 990-T, line 34	7b				
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	20,824,703	Current Year	22,947,118
	9 Program service revenue (Part VIII, line 2g)		13,289,320		15,234,467
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		39,253		15,744
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		193,193		191,077
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		34,346,469		38,388,406
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)		2,233,811		2,752,878
Expenses	14 Benefits paid to or for members (Part IX, column (A), line 4)		0		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		13,483,755		17,178,124
	16a Professional fundraising fees (Part IX, column (A), line 11e)		111,700		41,000
	b Total fundraising expenses (Part IX, column (D), line 25) <u>▶2,071,648</u>				
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)		20,356,267		16,898,227
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)		36,185,533		36,870,229
	19 Revenue less expenses Subtract line 18 from line 12		-1,839,064		1,518,177
	Net Assets or Fund Balances		Beginning of Current Year		End of Year
20 Total assets (Part X, line 16)			13,697,054		17,013,115
21 Total liabilities (Part X, line 26)			8,779,991		10,604,806
22 Net assets or fund balances Subtract line 21 from line 20			4,917,063		6,408,309

Part II	Signature Block
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.	

Sign Here	***** Signature of officer		2012-05-15 Date		
	RICHARD RYAN CFO/VP FINANCE AND ADMINISTRATION Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name James Decker	Preparer's signature James Decker	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ▶ WithumSmithBrown PC				Firm's EIN ▶
	Firm's address ▶ 1 SPRING STREET NEW BRUNSWICK, NJ 08901				Phone no ▶ (732) 828-1614

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

Part III

Statement of Program Service Accomplishments

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

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?

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?

If “Yes,” describe these changes on Schedule O
























4

Describe the exempt purpose achievements for each of the organization’s three largest program services by expenses

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a	(Code) (Expenses \$ 11,091,978 including grants of \$) (Revenue \$ 11,621,145)	SmartWood - As the world’s leading Forest Stewardship Council (FSC) forest management certifier, SmartWood sets the international gold standard for credibility in auditing environmentally and socially responsible forestry The SmartWood program offers a diverse set of certification and verification services Fiscal Year 2011 was a successful year and the SmartWood Program continued to grow Rainforest Alliance has maintained its market share in terms of forest management certification in the Forest Stewardship Council (FSC) system, with around 40% of the total certified hectares in the FSC system, as measured by the number of forest hectares under management, moving from 44 million to 53 million hectares In addition, our total number of chain of custody certificates in the FSC system has risen from 2,014 certificates to 2,667 certificates (representing 19% of the FSC portfolio) Highlights in 2011 include - The Rainforest Alliance issued 450 new FSC Chain-of-Custody certificates, to reach a cumulative total of 2,895 certificates awarded to to businesses that process and/or sell forest products from FSC/Rainforest Alliance Certified forests, including sawmills, wholesalers, retailers, printers and paper merchants - The area of land under FSC/Rainforest Alliance Certified management grew from 156 million acres in 2010 to 163 million acres in 2011 Currently, the Rainforest Alliance has certified an estimated 45 percent of all the land managed to the FSC’s standards worldwide - We introduced FSC certification to Chile, which has one of the largest forestry sectors in the world - We made significant progress in our work with companies that commit to purchasing their forest products from sustainable, certified sources, we engaged with Walmart UK (known as ASDA), Oriflame, General Mills, Kingfisher and Grupo Bimbo, one of Mexico’s largest companies - Our work to help major retailers and brands improve their purchasing policies for paper and packaging has the potential to bring 100 million acres of forestland under sustainable management
4b	(Code) (Expenses \$ 11,769,995 including grants of \$ 1,967,314) (Revenue \$ 3,448,469)	Sustainable agriculture - The Sustainable Agriculture Program is the leading model for effective implementation of social and environmental best management practices Our goal is to promote sustainable agriculture worldwide through our internationally credible, proactive and responsive certification system that remains accessible to large agribusinesses and small farmers alike In the pursuit of global sustainable agriculture, we are committed to developing our program into the leading model for effective implementation of social and environmental best management practices Our goal is to promote sustainable agriculture worldwide through our internationally credible, proactive and responsive certification system that remains accessible to large agribusinesses and small farmers alike As we continue to maximize, document and share the conservation and community benefits of our standards, we have encouraged the increased demand for sustainable agriculture products Highlights in 2011 include - By year’s end, 2 8 million acres of farmland were Rainforest Alliance Certified-an area that includes 250,000 farms in 33 countries around the world - Rainforest Alliance certification now covers more than 30 crops, including coffee, cocoa, bananas, pineapples, citrus and flowers In 2011, the first palm oil plantation, located in Guatemala, won certification - More than 6 percent of the world’s tea is Rainforest Alliance Certified, and in 2011, a group of South African farms that grow rooibos (red bush tea) earned the first Rainforest Alliance certification for that crop - Many new Rainforest Alliance Certified products made it onto the market in 2011, including Tetley tea, Magnum ice creams (the UK’s number one brand) and Sweden’s Marabou chocolate In all, 510 new companies registered to buy and sell goods grown on certified farms during 2011, a 24 percent growth from the previous year, bringing the total to 2,692 - El Platanillo coffee farm in San Marcos, Guatemala, became the world’s first Rainforest Alliance CertifiedTM farm to earn verification for its compliance with climate-friendly criteria - In Ghana, we teamed up with Olam International Ltd to begin producing climate-friendly cocoa - We launched the Greening the Cocoa Industry project, together with the Global Environment Facility and the UN Environment Programme, the project aims to bring 10 percent of the world’s cocoa production into more sustainable practices in six years - In Ecuador, a new chocolate bar made with cocoa from the Cofn indigenous community is helping farmers improve productivity and living standards, while protecting biodiversity on nearly 10,000 acres of land - We launched an online training platform, an important step toward establishing a global training system to scale up our work with farmers around the world - With the debut of SealYourCup.org - a website featuring videos, slideshows and accounts from the field - we are educating consumers about the on-the-ground benefits of certified coffee - In 2011, our community forestry program assisted 175 operations in 10 countries This work benefited 30,000 people and led to the certification or improved management of about 4 6 million acres of forests - We launched an ambitious multi-year initiative to transform community forestry across Latin America Community and indigenous groups in Peru and Bolivia have already sold more than \$2 million of Brazil nuts and timber, diversifying their income sources while conserving forests - We sent a delegation of climate and forestry experts to COP17, the major global climate change conference Our team promoted support for climate mitigation strategies that include plans to Reduce Emissions from Deforestation and Degradation (REDD), which have the potential to protect biodiversity while helping to lift impoverished forest communities out of poverty - The Rainforest Alliance and 16 leading conservation nonprofits launched the Alliance for Global REDD+ Capacity, a collaborative effort to ensure stakeholder and community engagement in the development of REDD systems
4c	(Code) (Expenses \$ 6,218,553 including grants of \$ 656,411) (Revenue \$ 50,007)	Trees - The Rainforest Alliance’s TREES program focuses on (TR)aining, (E)xtension, (E)nterprises and (S)ourcing activities We help communities and small and medium enterprises (SMEs) harvest and produce forest products in a sustainable way, and sell their goods to conscientious consumers in the global marketplace The Rainforest Alliance has pioneered sustainable forestry on a global scale, helping to make working forests sustainable, and - by promoting responsible management - helping sustain and enhance the livelihoods derived from them Highlights in 2011 included - Our community forestry program assisted 175 operations in 10 countries, benefiting 30,000 people and leading to certification or improved management of about 4 6 million acres of forests - We continued work on an ambitious multi-year initiative that aims to transform community forestry across Latin America Community and indigenous groups in Peru and Bolivia have already sold more than \$2 million of Brazil nuts and timber
4d	Other program services (Describe in Schedule O) See also Additional Data for Description	
4e	Total program service expenses	\$ 34,443,925

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I 	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II 	4 Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII. 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII. 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX. 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X. 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X. 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional 	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a Yes	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV 	14b Yes	
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 U S? If "Yes," complete Schedule F, Parts II and IV 	15 Yes	
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 U S? If "Yes," complete Schedule F, Parts III and IV 	16 Yes	
17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) 	17 Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18 Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
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? <i>If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		No
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance			
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>			
		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	96
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	157
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
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	Yes
b	If "Yes," enter the name of the foreign country: CS, CA, BL, EC, GH, GT, ID, MX, PE, UK See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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?		No
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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	Yes	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Does the organization have members or stockholders?		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		No
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

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

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	Yes	
10b	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?	Yes	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	Yes	
13	Does the organization have a written whistleblower policy?	Yes	
14	Does the organization have a written document retention and destruction policy?	Yes	
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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
16b	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?		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	AL , AZ , CA , CT , FL , GA , IL , KS , KY , MD , MA , MI , MS , NH , NJ , NY , NC , OH , OK , OR , PA , RI , SC , TN , UT , WI
18	Section 6104 requires an organization to make its Form 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. <input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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. See Additional Data Table.	
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 100122420 (212) 677-1900

Part VII

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

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

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

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

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

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

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

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

Part VII

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(17) ALAN WILZIG DIRECTOR	10	X						0	0	0
(18) ANA PAULA TAVARES Sr VP/VP OF DEVELOPMENT	400			X				170,287	0	22,614
(19) RICHARD RYAN CFO/VP FINANCE & ADMIN	400			X				132,198	0	5,989
(20) VERA ZLATARSKI General Counsel & Secretary	400			X				140,891	0	20,069
(21) TENSIE WHELAN President	400			X				221,977	0	23,356
(22) Mohammad Rafiq Senior Vice President, Program	400				X			151,728	0	9,556
(23) RICHARD DONOVAN Sr VP / VP of Forestry	400					X		145,073	0	7,832
(24) HELENA ALBUQUERQUE SR DIRECTOR OF HUMAN RESOURCES	400					X		128,159	0	14,547
(25) DIANE JUKOFSKY VP, Communications, Marketing	400					X		108,451	0	11,397
(26) CHRIS WILLIE Chief of Sustainable Ag	400					X		104,290	0	11,183
(27) GREGORY MINNICK Trees Program Director	400					X		103,850	0	16,925
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								1,406,904	0	143,468

2Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization10

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

Section B. Independent Contractors

1Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
The Message Hub 4 THE MOUNT READING, 0 UK	communications	152,312
Global Business Consultants	technical consultant	126,000
Mindshift PO Box 200105 PITTSBURGH, PA 152510105	Technical Consultant	134,901
2Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization3		

Part VIII

Statement of Revenue

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b	692,979			
	c	Fundraising events	1c	1,376,681			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	9,782,102			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	11,095,356			
	g	Noncash contributions included in lines 1a-1f \$		143,846			
	h	Total. Add lines 1a-1f		22,947,118			
	Program Service Revenue	2a		Business Code			
		CERTIFICATION FEES	900099	13,191,703	13,191,703		
b		CONTRACT INCOME	900099	1,030,787	1,030,787		
c		PARTICIPATION FEE REVENUE	900099	1,011,977	1,011,977		
d							
e							
f		All other program service revenue					
g		Total. Add lines 2a-2f		15,234,467			
Other Revenue		3	Investment income (including dividends, interest and other similar amounts)		15,744		
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
	6a	Gross Rents	(i) Real	(ii) Personal			
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)			0		
	8a	Gross income from fundraising events (not including \$ 1,376,681 of contributions reported on line 1c) See Part IV, line 18	a	351,683			
	b	Less direct expenses	b	414,128			
	c	Net income or (loss) from fundraising events			-62,445		-62,445
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities			0		
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory			0		
		Miscellaneous Revenue	Business Code				
11a	OTHER INCOME	900099	253,522	253,522			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		253,522				
12	Total revenue. See Instructions		38,388,406	15,487,989		-46,701	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	525,756	525,756		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	2,227,122	2,227,122		
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	898,666	467,681	212,541	218,444
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	12,733,547	12,129,481	5,087	598,979
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	221,026	215,166	806	5,054
9	Other employee benefits	2,397,750	2,246,890	16,756	134,104
10	Payroll taxes	927,135	862,703	9,864	54,568
a	Fees for services (non-employees) Management	0			
b	Legal	131,452	131,452		
c	Accounting	175,455	175,455		
d	Lobbying	3,423	3,423		
e	Professional fundraising services See Part IV, line 17	41,000			41,000
f	Investment management fees	0			
g	Other	4,739,603	4,677,400	10,277	51,926
12	Advertising and promotion	0			
13	Office expenses	1,273,275	867,978	11,648	393,649
14	Information technology	190,796	187,272	364	3,160
15	Royalties	0			
16	Occupancy	1,601,006	1,243,653	60,602	296,751
17	Travel	2,465,559	2,365,988	16,462	83,109
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	209,299	205,554		3,745
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	40,005	34,736	97	5,172
23	Insurance	154,969	154,969		
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	CERTIFICATIONS	4,454,288	4,454,288		
b	WORKSHOPS	531,470	527,491	1,110	2,869
c	OTHER OFFICE EXPENSES	689,177	501,142	9,024	179,011
d	BAD DEBT EXPENSE	156,927	156,927		
e	FOREIGN VAT TAX	81,523	81,398	18	107
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	36,870,229	34,443,925	354,656	2,071,648
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			7,251,748	1	9,187,353
	2	Savings and temporary cash investments			613,033	2	1,189,303
	3	Pledges and grants receivable, net			3,294,437	3	2,550,425
	4	Accounts receivable, net			595,037	4	1,576,423
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			461,613	9	1,065,853
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	801,729			
	b	Less: accumulated depreciation	10b	653,281	188,453	10c	148,448
	11	Investments—publicly traded securities			300,391	11	649,036
	12	Investments—other securities. See Part IV, line 11			806,004	12	459,936
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			186,338	15	186,338
16	Total assets. Add lines 1 through 15 (must equal line 34)			13,697,054	16	17,013,115	
Liabilities	17	Accounts payable and accrued expenses			4,988,786	17	6,700,489
	18	Grants payable				18	
	19	Deferred revenue			1,285,673	19	1,650,405
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties			2,391,750	23	2,181,750
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities. Complete Part X of Schedule D			113,782	25	72,162
	26	Total liabilities. Add lines 17 through 25			8,779,991	26	10,604,806
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			-1,121,944	27	-543,505
	28	Temporarily restricted net assets			5,039,007	28	5,951,814
	29	Permanently restricted net assets			1,000,000	29	1,000,000
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			4,917,063	33	6,408,309
34	Total liabilities and net assets/fund balances			13,697,054	34	17,013,115	

Part XI Reconciliation of Net Assets

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

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

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
RAINFOREST ALLIANCE INC

Employer identification number
13-3377893

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

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

1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10

☐

An organization organized and operated exclusively to test for public safety See**section 509(a)(4).**

11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

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

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






Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	7,654,259	18,221,104	19,855,976	21,490,519	23,991,780	91,213,638
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	7,654,259	18,221,104	19,855,976	21,490,519	23,991,780	91,213,638
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,569,686
6 Public Support. Subtract line 5 from line 4						89,643,952

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	7,654,259	18,221,104	19,855,976	21,490,519	23,991,780	91,213,638
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	32,124	55,664	71,907	39,253	15,744	214,692
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	139,763	103,950	428,395	345,387	253,522	1,271,017
11 Total support (Add lines 7 through 10)						92,699,347
12 Gross receipts from related activities, etc. (See instructions.)					12	64,313,227
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
14	Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	14	96 704 %
15	Public Support Percentage for 2009 Schedule A, Part II, line 14	15	88 450 %
16a	33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization 		
b	33 1/3% support test—2009. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization 		
17a	10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization 		
b	10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization 		
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 		

Part III

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11 and 12)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here 						

Section C. Computation of Public Support Percentage		
15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions 		

Part IV

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

Additional Data

Software ID:
Software Version:
EIN: 13-3377893
Name: RAINFOREST ALLIANCE INC

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services					
(Code)	(Expenses \$	1,068,672	including grants of \$	33,927)	(Revenue \$ 21,430)
Special Projects					
(Code)	(Expenses \$	1,204,951	including grants of \$	42,156)	(Revenue \$ 159,144)
Communications/education					
(Code)	(Expenses \$	2,438,331	including grants of \$	28,820)	(Revenue \$ 92,376)
Sustainable tourism					
(Code)	(Expenses \$	651,445	including grants of \$	24,250)	(Revenue \$ 56,929)
Climate initiative					

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No 1545-0047

2010

Open to Public Inspection

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

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

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

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

If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35a (Proxy Tax), then

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

Name of the organization RAINFOREST ALLIANCE INC	Employer identification number 13-3377893
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization’s direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$
3	Volunteer hours	

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

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> No
b	If “Yes,” describe in Part IV	

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

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities	▶ \$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$
4	Did the filing organization file Form 1120-POL for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization’s funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

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

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A

Check

☐

if the filing organization belongs to an affiliated group

B

Check

☐

if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		3,423													
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)		3,423													
d Other exempt purpose expenditures		34,440,502													
e Total exempt purpose expenditures (add lines 1c and 1d)		34,443,925													
f Lobbying nontaxable amount Enter the amount from the following table in both columns		1,000,000													
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><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></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000													
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No													

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

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

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

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

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

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

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

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) 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 (see instructions)	5	

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation
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SCHEDULE D

(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2010

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?	
	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	
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 for any other purpose conferring impermissible private benefit	
	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	

Part II

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

1

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

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ 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
2a	
2b	
2c	
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, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes

☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes

☐ No

9

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

Part III

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

1a

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

1b

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

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2010

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

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

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

☐ Yes

☐ No

Part IV

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

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

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

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance	1,064,395	1,039,231		
b	Contributions		1,000,000		
c	Investment earnings or losses	-5,629	25,164	39,231	
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance	1,058,766	1,064,395	1,039,231	

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶ 94 450 %

c

Term endowment ▶ 5 550 %

3a

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

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No

b

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

3b

4

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

Part VI

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

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		60,275	29,933	30,342
d Equipment		132,506	132,506	0
e Other		608,948	490,842	118,106
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				148,448

Schedule D (Form 990) 2010

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	38,388,406
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	36,870,229
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	1,518,177
4	Net unrealized gains (losses) on investments	4	-26,931
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	-26,931
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	1,491,246

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	39,412,182
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-26,931
b	Donated services and use of facilities	2b	917,024
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	133,683
e	Add lines 2a through 2d	2e	1,023,776
3	Subtract line 2e from line 1	3	38,388,406
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	38,388,406

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	37,920,936
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	917,024
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	133,683
e	Add lines 2a through 2d	2e	1,050,707
3	Subtract line 2e from line 1	3	36,870,229
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	36,870,229

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
Organization's liability for uncertain tax positions under FIN 48	Schedule D, Page 3, Part X, Line 2	RA is exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code and no provision for such income tax has been reflected in the financial statements. RA has evaluated uncertain tax positions with respect to its U.S. operations and concluded there are no such positions at June 30, 2011 and 2010. There are no open tax years prior to June 30, 2008. RA has operations in other countries and is subject to the laws and regulations of those countries. RA did not recognize any tax-related interest or penalties during the period in question.
Reconciliation of expenses	Schedule D, Part XIII, Reconciliation of Expenses, Line 2d	Donated supplies of \$133,683 related to the special event gala were included as expenses in the statement of functional expenses but were netted against the revenue for the presentation in form 990.

OMB No 1545-0047

Open to Public Inspection

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

Name of the organization RAINFOREST ALLIANCE INC	Employer identification number 13-3377893
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Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

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

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

3 Activites per Region (Use Part V if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region or independent contractors	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region/investments in region
North America	2	30	Program Services	See Part V	4,356,440
Sub-Saharan Africa	1	8	Program Services	See Part V	3,466,819
Central America and the Caribbean	4	80	Program Services	See Part V	6,211,322
East Asia and the Pacific	1	13	Program Services	See Part V	1,721,489
Europe (Including Iceland and Greenland)	1	14	Program Services	See Part V	697,630
South America	2	32	Program Services	See Part V	2,972,415
South Asia	0	0	Program Services	See Part V	149,006
Russia and the Newly Independent States	0	0	Program Services	See Part V	259,448
3a Sub-total	11	177			19,834,569
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	11	177			19,834,569

[illegible]

18

Part III

(a) Type of grant or assistance

(b) Region

(c) Number of recipients

(d) Amount of cash grant

(e) Manner of cash disbursement

(f) Amount of non-cash assistance

**(g) Description
of non-cash
assistance**

(h) Method of valuation
(book, FMV, appraisal, other)

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)*

☐ Yes

☒ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If " Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*

☐ Yes

☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)*

☒ Yes

☐ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)*

☐ Yes

☒ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)*

☐ Yes

☒ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).*

☐ Yes

☒ No

Part V

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

Identifier	Return Reference	Explanation
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

Identifier	Return Reference	Explanation
Program activities by region	Schedule F, Part I, 3(e), program activities by region	For each of the regions, program activities include the following North America Sub-Saharan Africa - Agriculture, Smartw ood, Trees Central America/Caribbean - Agriculture, Climate, Education, Sustainable Farm Certification, Smartw ood, Tourism, Trees East Asia and the Pacific - Agriculture, Multi-divisional/Special Projects, Smartw ood, Trees Europe - Agriculture, Smartw ood, Tourism South America - Agriculture, Climate, Communication, Education, Multi-divisional/Special Projects, Smartwood, Tourism, Trees South Asia - Agriculture Russa/Independent States - Trees

Schedule F (Form 990) 2010

Additional Data

Software ID:
Software Version:
EIN: 13-3377893
Name: RAINFOREST ALLIANCE INC

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(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)
		South America	Sustainable Trading	46,423	EFT			
		Cent America/Caribbean	Sustainable Tourism	116,406	EFT			

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(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)
		South America	Sustainable Livelihood	156,402	EFT			
		South America	Sustainable Livelihood	198,779	EFT			

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(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	Sustainable Forestry	20,205	EFT			
		South America	Sustainable Livelihood	7,924	EFT			

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(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)
		South America	Sustainable Livelihoods	95,973	EFT			
		Sub-Saharan Africa	Sustainable Forestry	81,835	EFT			

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	Sustainable Forestry	56,215	EFT			
		Europe/Iceland/Greenland	Sustainable Agriculture	529,511	EFT			

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	Sustainable Agriculture	37,055	EFT			
		Europe/Iceland/Greenland	Sustainable Training	294,201	EFT			

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	Sustainable Agriculture	20,000	EFT			
		Cent America/Caribbean	Sustainable Livelihoods	177,060	EFT			

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(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)
		East Asia/Pacific	Sustainable Forestry	157,948	EFT			
		Europe/Iceland/Greenland	Sustainable Forestry	157,796	EFT			

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(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	Climate Change	20,750	EFT			
		North America	Sustainable Ag	25,000				

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Open to Public Inspection

13-3377893

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

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶					

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

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

b If "No," Explain _____

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

b If "Yes," Explain _____

11

Does the organization operate gaming activities with nonmembers?

☐ Yes ☐ No

12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

☐ Yes ☐ No

13

Indicate the percentage of gaming activity operated in

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

14

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

Name ▶ _____

Address ▶ _____

15a

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

☐ Yes ☐ No

b

If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c

If "Yes," enter name and address

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17

Mandatory distributions

a

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

☐ Yes ☐ No

b

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

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
RAINFOREST ALLIANCE INC

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

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

OMB No 1545-0047

2010

Open to Public
Inspection

Employer identification number
13-3377893

Part I

General Information on Grants and Assistance

- 1

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

☒ Yes ☐ No
- 2

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

Part II

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) AG Innovations Network 101 Morris St Suite 212 Sebastopol, CA 954723838	68-0462304	501(c)(3)	228,431				Sustainable Trading Relationships in Sub-Saharan Africa
(2) Catholic Relief Services 228 W Lexington St Baltimore, MD 212013413	13-5563422	501(c)(3)	96,986				Sustainable Trading Relationships in Sub-Saharan Africa
(3) university of Georgia Research Foundation Inc617 Boyd GSRC Athens, GA 306027411	58-1353149	501(c)(3)	15,868				monitoring
(4) Wildlife Conservation Society2300 Southern Boulevard Bronx, NY 10460	13-1740011	501(c)(3)	182,411				Sustainable Forestry

2

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

4

3

Enter total number of other organizations

0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to 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.

Identifier	Return Reference	Explanation
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)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization RAINFOREST ALLIANCE INC	Employer identification number 13-3377893
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Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	<div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div> <div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	<div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div> <div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment from the organization or a related organization?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	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 only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	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?	6a	No
b	Any related organization?	6b	No
	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	7	No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

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

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) ANA PAULA TAVARES	(i) (ii)	170,287 0	0 0	0 0	8,750 0	13,864 0	192,901 0	
(2) RICHARD DONOVAN	(i) (ii)	145,073 0	0 0	0 0	7,223 0	609 0	152,905 0	
(3) VERA ZLATARSKI	(i) (ii)	140,891 0	0 0	0 0	7,250 0	12,819 0	160,960 0	
(4) TENSIE WHELAN	(i) (ii)	221,977 0	0 0	0 0	11,039 0	12,317 0	245,333 0	
(5) Mohammad Rafiq	(i) (ii)	151,728 0	0 0	0 0	5,636 0	3,920 0	161,284 0	
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

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.

Identifier	Return Reference	Explanation
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Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
RAINFOREST ALLIANCE INC

Employer identification number
13-3377893

Part I

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

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

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

2

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

\$

3

Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

\$

Part II

Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

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

Part III

Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b)Relationship between interested person and the organization	(c)Amount of grant or type of assistance

Part IV

Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Joke Aerts	Former director - family	58,284	Employment - salary paid		No

Part V

Supplemental Information

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

Identifier	Return Reference	Explanation
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SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

►Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
RAINFOREST ALLIANCE INC

Employer identification number
13-3377893

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining oncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles .				
7 Boats and planes				
8 Intellectual property . .				
9 Securities—Publicly traded	X	8	36,295	Selling price
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests .				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other . .				
15 Real estate—Residential .				
16 Real estate—Commercial				
17 Real estate—Other . .				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts . .				
23 Scientific specimens . .				
24 Archeological artifacts .				
Annual gala gift bags and				
25 Other ► (goods)	X	4,455	133,683	Fair market value
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

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

29

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

30a

Yes

No

No

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31

No

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?

32a

No

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.

Cat No 51227J

Schedule M (Form 990) 2010

Part III

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.

Identifier	Return Reference	Explanation
------------	------------------	-------------

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

OMB No 1545-0047

2010**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service**Name of the organization**
RAINFOREST ALLIANCE INC**Employer identification number**

13-3377893

Identifier	Return Reference	Explanation
Conflict of Interest Policy	Page 6, Section B, Item 12c , Conflict of interest policy	A copy of our conflict of interest policy, along with a conflict of interest disclosure statement, is furnished to each director, officer and staff member of the Rainforest Alliance upon undertaking the duties of such office, and annually thereafter for the term of such person's service to the organization. Any disclosures are reviewed by an internal committee made up of the President, Vice President of Finance and Administration, Chief Financial Officer and the General Counsel, and are reported on a quarterly basis to the Audit and Risk Committee. The Audit and Risk Committee has among its responsibilities the duty of reviewing the organization's performance in maintaining full independence. In addition, a detailed Form 990 Disclosure Statement, with respect to disclosures required to be reported on Form 990 about any transactions between the organization and those who serve it in various volunteer and paid capacities, and about any transactions among those persons, is distributed annually to members of the committee that awards Kleinhans fellowships and the Rainforest Alliance's directors, officers and key employees.

Identifier	Return Reference	Explanation
Organization's Documents	990, Page 6, Part VI, Section C, Line 19, Public Availability of Documents	The Organization's governing documents, conflict of interest policy, and financial statements are available to the public upon written request to 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.

Identifier	Return Reference	Explanation
Compensation Policy	990, Page 6, Part VI, Section B, Line 15b, Compensation Policy	<p>The organization has developed Salary Administration Guidelines (the "Guidelines") that apply in setting the compensation of all of its employees, including its President, officers, and key employees. Under the Guidelines, the organization conducts an annual salary review for all employees. The organization participates in several salary surveys with similarly sized, international non-profit organizations to ensure that its salaries are within the range of those of comparable organizations. Generally, the midpoint of the organization's salary ranges falls within the salary range averages of comparable non-profit organizations. Performance reviews are then used to establish an individual employee's compensation within the range set by comparability data. The Executive Committee of the Board of Directors approves modification of compensation that extends to substantially all employees. The Guidelines also require the Executive Committee to review and approve separately the compensation of the President and Vice President of Finance and Operations, unless such individuals receive a modification of compensation that extends to substantially all employees. The Treasurer of the organization does not receive any compensation, and is therefore not subject to any review. In 2011, a market survey was done for much of the organization to the extent that reliable and current data was available through NGO salary surveys. This resulted in market-related adjustments to the salaries of the President, Executive Vice President, Senior Vice Presidents, Vice President and CFO and General Counsel.</p>

Identifier	Return Reference	Explanation
Form 990 Review Process	990, Page 6, Section B, Line 11b, Review and approval of Form 990	The VP of Finance and Administration, CFO initially reviews the organization's draft Form 990. The Office of General Counsel, including the General Counsel in her capacity as attorney and as Secretary of the organization, reviews the draft 990 with respect to any questions involving legal matters. The draft Form 990 is distributed to each of the organization's officers and directors in advance of the filing. Each officer and director is asked to review the draft Form 990, and raise any questions or comments. The VP of Finance and Administration, CFO oversees any revisions before the final Form 990 is filed.

Identifier	Return Reference	Explanation
Foreign Payroll Taxes and Fringe Benefits	990, Page 10, Part IX, Line 9, Foreign payroll taxes and benefits	Given the fact that in certain countries in which Rainforest Alliance operates pension plan contributions are mandatory, we combine Pension Contributions, Payroll Taxes and Other Employee Benefits in line 9 - Other Employee Benefits

Identifier	Return Reference	Explanation
Other Program Services Description and Highlights - Communication/education	990, Page 2, Part III, Line 4d (1 of 2)	<p>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 2011 include:</p> <ul style="list-style-type: none"> - By year's end a total of 99 schools had participated in our school partnership program, resulting in 3,000 teachers trained and reaching 30,000 students - We launched "Rainforest Survival Challenge," our first mobile application for kids, and the Rainforest Alliance Learning Site receives more than one million views and downloads each year-including 100,000 visits to the kid-friendly interactive TreeHouse - We created curricula, activities and training tools to teach students about the role of forests and carbon projects in climate change <p>During 2011, we led workshops for over 400 Guatemalan students, teachers, and community members</p>

Identifier	Return Reference	Explanation
Other Program Services Description and Highlights - Sustainable Tourism	990, Page 2, Part III, Line 4d (2 of 2)	<p>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.</p> <p>Highlights in 2011 include:</p> <ul style="list-style-type: none"> - By the end of 2011, our sustainable tourism program staff had worked with nearly 590 tourism companies in seven countries throughout Latin America, and we've trained 7,000 tourism entrepreneurs on how to manage their businesses sustainably. In the Peruvian and Ecuadorian Amazon alone, we've helped 72 tourism operations conserve 2.7 million acres of land through the implementation of best management practices. - During 2011, the Rainforest Alliance provided support for the launch of the Global Sustainable Tourism Council's accreditation standard, which will ensure that tourism certification programs meet minimum sustainability criteria. - As part of our efforts to educate travelers about responsible tourism and support sustainable businesses, our online presence now includes a tri-lingual eco-travel website for consumers, SustainableTrip.org, and a new interactive virtual hotel room, SmartLodge, which teaches tourists and hotel owners about sustainability. - We launched Tour Operators Promoting Sustainability (TOPS), a global network of tour operators dedicated to supporting responsible tourism. Inbound operators must apply for Rainforest Alliance verification, while outbound operators must commit to having at least 30 percent of their suppliers be sustainably managed.

Identifier	Return Reference	Explanation
New Program Service	990, Page 2, Part III, Line 2	Climate Initiative - The Rainforest Alliance provides a range of verification services to confirm that carbon projects are conservation-oriented and meet established international standards for carbon sequestration. This enables company- and community-run projects to benefit from payments for carbon credits. We also train local organizations to design and develop effective forestry and agroforestry-based carbon sequestration projects. In addition, we work to encourage governments to adopt climate policies that address the causes of deforestation and reward the reduction of greenhouse gas emissions through forest conservation and reforestation. Highlights in 2011 included - The Rainforest Alliance has emerged as a premier auditor of forest carbon credit-generating projects and an expert in carbon accounting and methodology. Over the past year, we've doubled the number of carbon project audits we've completed, for a total of 32 audits in 16 countries. These projects manage and conserve more than 2.1 million acres, and it's estimated that they'll sequester more than 4 million tons of carbon dioxide.

Identifier	Return Reference	Explanation
Update to bylaws	Part VI, Section A, number 4 - changes to governing documents	The organization's certificate of incorporation was amended by resolution of the Board. A copy of the amendment is attached. The organization's bylaws were amended and restated by resolution of the Board. A copy of the amended and restated bylaws is attached.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
RAINFOREST ALLIANCE INC

Employer identification number
13-3377893

Part I

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
See Additional Data Table					

Part II

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

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

Part III

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

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

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) PT SMARTWOOD INDONESIA JL CIUNG WANARA 1 RENON DENPASAR BALI 80225 ID	SMARTWOOD PRO	ID	RA	LLC	486,375	147,874	100 000 %

Part V

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

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

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

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

Yes

Yes

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) PT Smartwood Indonesia	L	436,028	
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2010

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]

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation
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Software ID:
Software Version:
EIN: 13-3377893
Name: RAINFOREST ALLIANCE INC

Form 990, Schedule R, 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
rainforest alliance mexico-alianza para Pensamientos 104 CP 68000 Oaxaca MX	Trees	MX	643,357	479,228	RA
Rainforest Alliance Canada 15 Chemin Bisson J9B 1T9 Chelsea, Quebec CA	Smartwood	CA	3,061,093	708,743	RA
Fundacion Rainforest Alliance c/o Luciano 2 Cenes De La Veg Granada SP	Smartsource	SP		40,443	RA
Sustainable Farm International Limitada Apartado 11029-1100 San Jose CS	Agriculture	CS	207,156	70,979	RA
Rainforest Alliance SRL Calle Manual Ignacio Salvatier Santa Cruz BL	Smartwood	BL	206,223	79,339	RA
Rainforest Alliance Ltd 259-269 Old Marylebone Road NW London UK	Agriculture	UK	732,194	68,305	RA
Rainforest Alliance (Ghana) Hse No 36 Abotsi Street East Legon, ACCRA GH	Forest	GH	596,734	10,701	RA

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on May 23, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF RAINFOREST ALLIANCE, INC.**

Under Section 803 of the Not-For-Profit Corporation Law

The undersigned, being the Secretary of Rainforest Alliance, Inc. does hereby state:

1. The name of the corporation is Rainforest Alliance, Inc. (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed by the New York Department of State on April 2, 1987. The name of the Corporation at the time of incorporation was the New York Rainforest Alliance, Inc., which name was subsequently changed by a Certificate of Amendment filed by the New York Department of State. The Corporation was formed under the Not-For-Profit Corporation Law of the State of New York ("NPCL").
3. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the NPCL and is a Type B corporation under Section 201 of the NPCL. Subsequent to the amendment set forth herein, the Corporation will continue to be a corporation as defined in subparagraph (a) (5) of Section 102 of the NPCL and a Type B corporation under Section 201 of the NPCL.
4. The Certificate of Incorporation of the Corporation is hereby amended to effect a change in the corporate purposes, pursuant to Section 801 of the NPCL. Paragraph Third of the Certificate of Incorporation is hereby deleted in its entirety, and the following new Paragraph Third is inserted in lieu thereof:

"(3) The Corporation is formed to conduct activities that are exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as may be amended from time to time (or the corresponding provision of any future United States internal revenue law), and for the more specific purposes of conserving biodiversity and ensuring sustainable livelihoods by transforming land-use practices, business practices and consumer behavior.

In furtherance, but not in limitation, of the foregoing charitable, educational and scientific purposes, the Corporation shall:

- (a) Collaborate with stakeholders such as farmers, foresters, tourism operators, workers, business leaders, non-governmental organizations, governments, scientists and local communities to develop and implement standards for sustainability that are socially and environmentally responsible, as well as economically viable;
- (b) Encourage businesses to bring responsibly produced goods and services to a global marketplace, and educate consumers on sustainability standards to encourage their support of such goods and services;
- (c) Educate the general public on sustainable development issues and the importance of conserving biodiversity;
- (d) Encourage businesses to protect their communities' socio-cultural heritages and to contribute to local development;
- (e) Help communities conserve the ecosystems on which they depend while improving their quality of life by promoting opportunities for them to

reap economic benefits from the environmental goods and services they sustainably manage;

(f) Support or work with other groups whose purposes or activities further and are in accord with the purposes of the Corporation; and

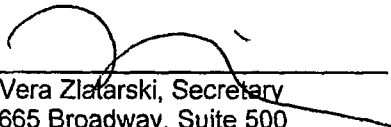
(g) Conduct any and all lawful activities that may be necessary, useful or desirable for the furtherance, accomplishment, or attainment of the foregoing purposes."

5. This Amendment to the Certificate of Incorporation of the Corporation was authorized by the vote on September 17, 2010, of a majority of the members of the entire Board of Directors of the Corporation. There are no members entitled to vote.

6. The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary is:

Rainforest Alliance, Inc.
665 Broadway, Suite 500
New York, NY 10012-2331

IN WITNESS WHEREOF, I hereto subscribe and affirm the statements made herein are true under penalty of perjury this 8th day of December, 2010.


Vera Zlatarski, Secretary
665 Broadway, Suite 500
New York, NY 10012-2331

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)

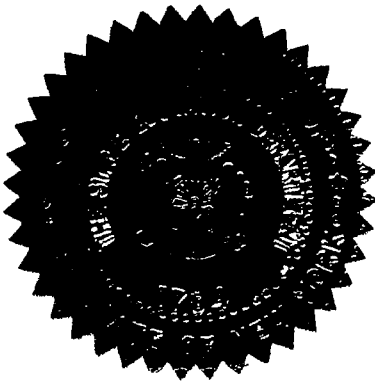
Consent is hereby given to the filing of the annexed certificate of amendment

of Rainforest Alliance, Inc.

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.



IN WITNESS WHEREOF this instrument is
executed and the seal of the State Education
Department is affixed.

DAVID M. STEINER
Commissioner of Education

By:

Kathleen Mannelli
Kathleen Mannelli

Commissioner's authorized designee

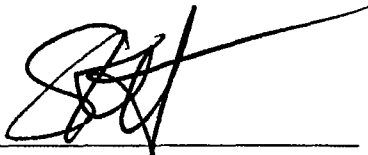
11/6/11
Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**

SHERRY KLEIN HEITLER

I, _____, a Justice of the Supreme Court of the State of
New York for the First Judicial District do hereby approve of the foregoing
Certificate of Amendment of the Certificate of Incorporation of Rainforest Alliance, Inc.
and consent that the same be filed.

Date: JAN 21 2011



J.S.C.

THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVAL
HEREON, ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS SERVICE
OF THE FILED CERTIFICATE. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE
MATTER TO THE COURT WITHIN 60 DAYS HEREAFTER.

by Laura Werner
ASSISTANT ATTORNEY GENERAL

DATE
Laura Werner December
10, 2010

**Affidavit of Use of Proceeds
in relation to
Certificate of Amendment of the Certificate of Incorporation
of Rainforest Alliance, Inc.**

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

I, Vera Zlatarski, on the 6th day of December, 2010, hereby certify that I am duly appointed and empowered to be and act as the Secretary of Rainforest Alliance, Inc., a New York not-for-profit corporation ("Rainforest Alliance"), and further certify that funds currently held by Rainforest Alliance or obtained by Rainforest Alliance prior to the date upon which the Certificate of Amendment of the Certificate of Incorporation of Rainforest Alliance dated September 17, 2010 (the "Certificate of Amendment") becomes effective (the "Effective Date") will be used solely for the purposes stated in the presently effective Certificate of Incorporation and funds obtained after the Effective Date will be used solely for the purposes stated in the Certificate of Amendment.


Vera Zlatarski

Sworn to before me this 6th day of
December, 2010.

NEW YORK } ss.:
COUNTY of New York, }
NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of
New York, in and for the County of New York, a Court of Record, having by law a seal,
DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

827167

Form 1

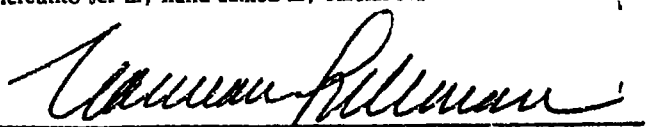
My Commis:

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

JAN 2 9 2011

FEE PAID \$3.00


County Clerk and Clerk of the Supreme Court, New York County

110520000 497

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

RAINFOREST ALLIANCE, INC.

(Insert Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name Miriam Widmann on behalf of Rainforest Alliance, Inc.

Address 665 Broadway, Suite 500

City, State and Zip Code New York, New York 10012

NOTE: The certificate must be submitted with a \$30 filing fee. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.

For Office Use Only

1CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

MAY 20 2011

TAX \$

BY: 

Nunny

**AMENDED AND RESTATED BY-LAWS
OF RAINFOREST ALLIANCE, INC. (the "Corporation")**

**ARTICLE I
BOARD OF DIRECTORS**

Section 1 Powers and Number The management of the Corporation shall be under the general direction of its Board of Directors (the "Board") Meetings of the Board shall be presided over by the Chair or, in the absence of the Chair, by the Vice Chair The number of directors constituting the entire Board shall not exceed 27

Section 2 Nomination, and Term of Office Candidates for election to the Board of Directors shall be nominated by a nominating committee established by the Board of Directors Directors shall be elected at the Annual Meeting of the Directors by a vote of two-thirds of the directors present and entitled to vote At each annual meeting of the directors, directors shall be elected to hold office until the expiration of the terms for which they have been elected and until their respective successor has been elected and qualified The directors of the Corporation shall be divided into three classes, hereby designated as Class A, Class B, and Class C Each class shall be as nearly equal in number as possible At each successive annual meeting over a three year period the terms of the directors of the different classes shall expire, and the directors elected at any annual meeting to replace the directors whose terms expire at such meeting shall hold office until the third annual meeting following such meeting

Section 3 Newly Created Directorships and Vacancies Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason except for the removal of directors without cause, may be filled by a vote of a majority of the directors then in office Vacancies occurring by reason of the removal of directors without cause shall be filled by the vote of the directors A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor A director elected to fill a newly created directorship shall hold office until the expiry of his/her term and until a successor is elected and qualified

Section 4 Resignations Any director may resign from office at any time by delivering a resignation in writing to the Chair of the Board, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective

Section 5 Removal Any director may be removed for cause by a vote of two-thirds of the directors then in office, at any special meeting of the Board called for that purpose Failure to attend four consecutive regular or special meetings of the Board shall constitute grounds for removal with cause Any such failure shall be brought to the attention of the Board as soon as practicable by the Secretary

Section 6 Chair Powers and Duties The Chair of the Board of Directors shall preside at all meetings of the Board of Directors The Chair shall serve as the principal liaison between the Board and the officers of the Corporation The Chair shall be elected at the annual meeting of the Board of Directors and shall serve a term of two years, until the second annual meeting of the Board of Directors following such election Any vacancy in the office of the Chair, due to removal or resignation, shall be filled by the Vice Chair until the election of a Chair by the majority of Directors then in office and entitled to vote

Section 7 Meetings Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix or as shall be specified in the notice, or waivers of notice thereof The Annual Meeting of the Board of Directors in each year shall be held in December or as otherwise agreed to by the Board Other regular meetings of the Board shall be held once every three months Special meetings of the Board shall be held

whenever called by quorum of the directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting

Section 8 Quorum and Voting Unless a greater proportion is required by law, seven directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these By-Laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Section 9 Action by the Board Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10 Notice of Meetings Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be given to each director by mailing the notice by first class mail, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in written request filed with the Secretary), or by personal delivery, at least eight days before the day on which the meeting is to be held, provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by facsimile or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

ARTICLE II OFFICERS, EMPLOYEE AND AGENTS

Section 1 Number and Qualifications The officers of the Corporation shall be a President, a Secretary, a Treasurer and such other officers, if any, including one or more Vice Presidents, as the Board of Directors or the President, subject to approval of the Board, may from time to time appoint. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2 Election and Term of Office The officers of the Corporation shall be elected at the annual meeting of the Board of Directors and shall serve a term of one year, until the next annual meeting of the Board of Directors.

Section 3 Employees and Other Agents The Board of Directors or the President, subject to approval by the Board, may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, as the Board of Directors may from time to time determine.

Section 4 Removal Any officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the directors then in office.

Section 5 Vacancies In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors

Section 6 President, Executive Director Powers and Duties The President, who may also be referred to as Executive Director, shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she has the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board. He or she shall perform such other duties as shall from time to time be assigned by the Board of Directors

Section 7 Vice President Powers and Duties The Vice Presidents shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice Presidents, in the order designated by the Board of Directors, shall perform the duties of the President

Section 8 Secretary Powers and Duties The Secretary shall act as secretary of all meetings of the Board of Directors. The Secretary shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors

Section 9 Treasurer Powers and Duties The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, the Treasurer shall render a statement of the Corporation's accounts. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any officer or director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine

Section 10 Officer Salaries A majority of the Executive Committee shall fix the salaries of officers

ARTICLE III COMMITTEES

Section 1 Executive Committee There shall be an Executive Committee which shall consist of no more than seven directors of the Board, including the President. The Chair shall serve as chairman of the Executive Committee. During the period of time between meetings, the Executive Committee shall be possessed with and shall exercise all powers of the Board that may be delegated in connection with the management of the business affairs and property of the Corporation, except as restricted by law or the Certificate of Incorporation. A vote of the majority of the Executive Committee shall be required to approve any action by the Executive Committee. The Executive Committee shall meet at the direction of its chairman and report all of its actions to the Board of Directors

Section 2 Other Committees of the Board The Board, by resolution adopted by a majority of the entire Board, may establish and appoint other committees. The Chair shall appoint the chairperson of each committee. Each committee so appointed shall consist of three or more directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters

- 2 the amendment or repeal of the By-Laws or the adoption of the new
By-Laws,
- 3 the amendment or repeal of any resolution of the Board which by its terms
shall not be so amendable or repealable, or
- 4 the fixing of compensation of the directors for serving on the Board or any
committee

Special committees may be appointed Chair by the with the consent of the Board and shall have only the powers specifically delegated to them by the Board

ARTICLE IV BOARD OF ADVISORS

Section 1 Powers The Board of Directors may appoint from time to time any number of persons as advisors to the Corporation, to act either singly or as a committee or committees. Each such advisor shall hold office during the pleasure of the Board, and shall have such authority and obligations as the Board may from time to time determine

Section 2 No Compensation No such advisor of the Corporation shall receive any salary, compensation or emolument for any service rendered to the Corporation, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation

ARTICLE V

Section 1 Checks Notes and Contracts The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents

Section 2 Investments The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable

ARTICLE VI OFFICE AND BOOKS

Section 1 Office The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine

Section 2 Books There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Members and of the Board of Directors

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors

ARTICLE VIII
INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees

ARTICLE IX
AMENDMENTS

Section 1 Amendments These By-Laws may be amended by the affirmative vote of three-quarters of the directors then in office at any meeting of the Board of Directors, providing notice of the proposed amendment has been included in the notice of meeting

Section 2 Number of Directors In addition to the provisions of Section 1 of this Article, the number of directors may be amended by a majority of the entire Board