

THE RAINFOREST FUND, INC.
FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
YEAR ENDED DECEMBER 31, 2011

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INDEPENDENT AUDITORS' REPORT

The Board of Directors
The Rainforest Fund, Inc.

We have audited the accompanying statement of financial position of The Rainforest Fund, Inc. (the "Organization") as of December 31, 2011, and the related statements of activities, functional expenses, and cash flows for the year then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Rainforest Fund, Inc. as of December 31, 2011, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

DDK & Company LLP

September 5, 2012

THE RAINFOREST FUND, INC.
STATEMENT OF FINANCIAL POSITION
December 31, 2011

ASSETS

Cash and cash equivalents	\$ 518,800 ✓
Investments	5,307,626 ✓
Prepaid expenses	181,661 ✓
Property and equipment, net of accumulated depreciation of \$49,275	<u>453 ✓</u>
Total assets	<u><u>\$ 6,008,540 ✓</u></u>

LIABILITIES AND NET ASSETS

Liabilities	
Accounts payable and accrued expenses	<u>\$ 23,839 ✓</u>
Total liabilities	<u>23,839</u>
Contingencies	
Net Assets	
Unrestricted	<u>5,984,701 ✓</u>
Total net assets	<u>5,984,701</u>
Total liabilities and net assets	<u><u>\$ 6,008,540 ✓</u></u>

The accompanying notes are an integral part of these financial statements.

THE RAINFOREST FUND, INC.
STATEMENT OF ACTIVITIES
Year Ended December 31, 2011

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
Revenue and support			
Contributions	\$ 80,215 ✓	\$ -	\$ 80,215
Donated services	20,000 ✓	-	20,000
Interest and dividends, net	79,425 ✓	-	79,425
Net gain on sale of investments	37,337 ✓	-	37,337
Net unrealized loss on investments	(2,568,966) ✓	-	(2,568,966)
Total revenue and support	<u>(2,351,989)</u>	<u>-</u>	<u>(2,351,989)</u>
Expenses			
Program services:			
Project support	1,826,051 ✓	-	1,826,051
Supporting services:			
General and administrative	123,898 ✓	-	123,898
Total expenses	<u>1,949,949 ✓</u>	<u>-</u>	<u>1,949,949</u>
Change in net assets	<u>(4,301,938) ✓</u>	<u>-</u>	<u>(4,301,938)</u>
Net assets at beginning of year	<u>10,286,639 ✓</u>	<u>-</u>	<u>10,286,639</u>
Net assets at end of year	<u>\$ 5,984,701 ✓</u>	<u>\$ -</u>	<u>\$ 5,984,701</u>

The accompanying notes are an integral part of these financial statements.

THE RAINFOREST FUND, INC.
STATEMENT OF FUNCTIONAL EXPENSES
Year Ended December 31, 2011

	Program Services - Project Support	General and Administrative	Fundraising	Total
Consulting	\$ -	\$ 16,750 ✓	\$ -	\$ 16,750
Support to related national organizations	1,821,982 ✓	-	-	1,821,982
Depreciation	-	139 ✓	-	139
Foreign taxes	-	11,070 ✓	-	11,070
Insurance	-	2,730 ✓	-	2,730
Investment fees	-	25,826 ✓	-	25,826
Office	-	4,993 ✓	-	4,993
Professional fees	-	32,500 ✓	-	32,500
Travel and entertainment	-	29,890 ✓	-	29,890
Website development	4,069 ✓	-	-	4,069
	<u>\$ 1,826,051 ✓</u>	<u>\$ 123,898</u>	<u>\$ -</u>	<u>\$ 1,949,949</u>

The accompanying notes are an integral part of these financial statements.

**THE RAINFOREST FUND, INC.
STATEMENT OF CASH FLOWS
Year Ended December 31, 2011**

Cash Flows From Operating Activities

Change in net assets	\$ (4,301,938) ✓
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Realized gain on sale of investments	(39,169) ✓
Realized loss on sale of investments	1,832 ✓
Realized loss on investments	2,568,966 ✓
Depreciation expense	139 ✓
Changes in operating assets and liabilities:	
Prepaid expenses	(181,661) ✓
Accounts payable and accrued expenses	<u>(2,177)</u>
 Net cash used by operating activities	 <u>(1,954,008)</u>

Cash Flows From Investing Activities

Purchases of investments	(38,743)
Proceeds from sale of investments	<u>500,000</u>
 Net cash provided by investing activities	 <u>461,257</u>

Net decrease in cash and cash equivalents	(1,492,751)
Cash and cash equivalents at beginning of year	<u>2,011,551</u>
Cash and cash equivalents at end of year	<u><u>\$ 518,800</u></u> ✓

THE RAINFOREST FUND, INC.
NOTES TO FINANCIAL STATEMENTS
Year Ended December 31, 2011

NOTE 1 - NATURE OF ACTIVITIES

On November 18, 2008 The Rainforest Foundation Fund, Inc. changed its name to The Rainforest Fund, Inc. (the "Organization"). The Organization is a charitable foundation; its mission is to protect and support indigenous peoples and traditional populations of the Rainforest in their efforts to protect their environment and defend their rights, to promote a sustainable development of their communities, and to challenge government practices which have a damaging effect on their environment.

The Organization carries out its mission by funding programs and projects aimed at supporting indigenous peoples and traditional populations of the Rainforest to assert and defend their rights, to fight against development programs which have damaging effects on their environment, and to carry out various projects promoting the governance and the economic development of their communities.

The Organization provides financial support for projects in the field undertaken by related national organizations called Rainforest Foundation Norway, Rainforest Foundation UK, and Rainforest Foundation US; other organizations working in the fields of human rights and the environment can seek support from the Organization.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Company's financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which involves the application of accrual accounting; accordingly, the financial statements reflect all material receivables, payables, and other liabilities.

Basis of Financial Statement Presentation

In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 958-605, "Revenue Recognition", contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities as net assets released from restrictions.

THE RAINFOREST FUND, INC.
NOTES TO FINANCIAL STATEMENTS
Year Ended December 31, 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of Financial Statement Presentation *(Continued)*

The financial statement presentation is in conformity with the FASB ASC 958, "Not-for-Profit Entities", which requires the Organization to report information regarding its financial position according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Accordingly, the net assets of the Organization and changes therein are classified and reported as follows:

- 1) Unrestricted net assets include assets, revenues, and gains that are available for support of the Organization's general operations.
- 2) Temporarily restricted net assets include contributions that are donor restricted for uses which have not yet been fulfilled either by the passage of time or by purpose. When a time restriction ends or a purpose restriction is accomplished, the temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restriction. The Organization has no temporarily restricted net assets at December 31, 2011.
- 3) Permanently restricted net assets represent endowments which are subject to restrictions requiring that the principal be invested in perpetuity and only the income be used for specified or general purposes. The Organization has no permanently restricted net assets at December 31, 2011.

Cash and Cash Equivalents

Cash and cash equivalents include certain holdings in highly liquid investments, consisting of money market fund investments and time deposits with original maturities of three months or less.

Investments

Investments in marketable securities are carried at fair value based on market quotes, with unrealized and realized gains and/or losses included in the statement of activities along with charges for impairments that are other than temporary. All other investments are carried at fair value based on management's estimate.

THE RAINFOREST FUND, INC.
NOTES TO FINANCIAL STATEMENTS
Year Ended December 31, 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Unconditional Promises to Give

Contributions are recognized when the donor makes a promise to give to the Organization that is, in substance, unconditional. The fair value of promises to give that are due in more than one year is estimated by discounting the future cash flows using a current risk free rate of return based on the yield of a U.S. Treasury security with a maturity date similar to the expected collection period.

The Organization provides an allowance for doubtful accounts equal to the estimated uncollectible amounts. The Organization's estimate is based on historical collection experience and a review of the current status of unconditional promises to give. It is reasonably possible that the Organization's estimate of the allowance for doubtful accounts will change.

Property and Equipment

Property and equipment are stated at cost, less depreciation. The cost of additions and improvements is capitalized and expenditures for repairs and maintenance are expensed as incurred. Fully depreciated assets are retained in property and depreciation accounts until they are removed from service. When assets are retired or otherwise disposed of, their cost and related accumulated depreciation and amortization are removed from the accounts and the resulting gains or losses are included in operations. Depreciation of property and equipment is accounted for on the straight-line method over the estimated useful lives of the assets.

Contributions

Contributions, including unconditional promises to give, are recorded in the period received at fair value which is net of estimated uncollectible amounts. All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated by the donor for future periods or are restricted by the donor for specified purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes.

A donor restriction expires when a stipulated time restriction ends, when an unconditional promise with an implied time restriction is collected, or when a purpose restriction is accomplished. Upon expiration, temporarily restricted net assets are reclassified to unrestricted net assets and are reported in the statement of activities as net assets released from restrictions. Permanently restricted net assets include the principal amount of contributions accepted with the stipulation from the donor that the principal be maintained in perpetuity and only the income from the investments thereof is expended for either general purposes or a purpose specified by the donor.

Donated Assets

Donated marketable securities and other non-cash donations, if any, are recorded as contributions at their estimated fair value at the date of the donation.

THE RAINFOREST FUND, INC.
NOTES TO FINANCIAL STATEMENTS
Year Ended December 31, 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Donated Services

Donated services, if any, are recognized as contributions in accordance with FASB ASC 958 if the services (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Organization. Volunteers provide services throughout the year that are not recognized as contributions in the financial statements since the aforementioned recognition criteria were not met.

Income Taxes

The Organization is a not-for-profit organization that is exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code; the Organization is also exempt from state and local income taxes. Accordingly, no provision for income taxes has been made in the financial statements. In addition, the Foundation is subject to tax on unrelated business income at statutory corporate income tax rates. However, the Organization did not have any unrelated business income for the year ended December 31, 2011.

The Board of Directors of the Organization has concluded that there are no uncertain tax positions that would require recognition in the financial statements. If the Organization was to incur an income tax liability in the future, interest on any income tax liability would be reported as interest expense and penalties on any income tax liability would be reported as income taxes. The Organization's conclusions regarding uncertain tax positions may be subject to review and adjustment at a later date based upon ongoing analyses of tax laws, regulations and interpretations thereof as well as other factors. Generally, federal, state and local authorities may examine the tax returns for three years from the date of filing; consequently, the respective tax returns for years prior to 2008 are no longer subject to examination by tax authorities.

Expense Allocation

The costs of providing various programs and other activities have been summarized on a functional basis in the statement of functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses, and the disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

THE RAINFOREST FUND, INC.
NOTES TO FINANCIAL STATEMENTS
Year Ended December 31, 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Subsequent Events

Management has evaluated subsequent events or transactions occurring through September 5, 2012 the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

Investments as of December 31, 2011 are reported at fair value and are summarized as follows:

	<u>Cost</u>	<u>Gross Unrealized Gain</u>	<u>Fair Value</u>
<u>Unrestricted</u>			
Equity securities	\$ 1,025,167	\$ 384,847	\$ 1,410,014
Limited partnership	<u>2,596,400</u>	<u>1,301,212</u>	<u>3,897,612</u>
	<u>\$ 3,621,567</u>	<u>\$ 1,686,059</u>	<u>\$ 5,307,626</u>

Investments in securities are generally exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risks associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term.

The following schedule summarizes the related investment return and its classification in the statement of activities for the year ended December 31, 2011:

	<u>Amount</u>
Interest and dividends	\$ 79,513
Net realized gain on sale of investments	37,337
Net unrealized loss	<u>(2,568,966)</u>
	<u>\$ (2,452,116)</u>

THE RAINFOREST FUND, INC.
NOTES TO FINANCIAL STATEMENTS
Year Ended December 31, 2011

NOTE 4 - FAIR VALUE MEASUREMENTS

FASB ASC 820-10 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted observable quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10 are described below:

Basis of Fair Value Measurement

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;
- Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following tables present by level, within the fair value hierarchy the Company investment assets at fair value, as of December 31, 2011. As required by FASB ASC 820-10, investment assets are classified in their entirety based upon the lowest level of input that is significant to the fair value measurement.

The table below sets forth a summary of the fair value of the Company's Level 1 and 2 investment assets for the year ended December 31, 2011:

<u>Description</u>	<u>12/31/11</u>	<u>Quoted Prices in Active Market for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>
Available-for-sale securities	\$ 1,410,014	\$ 1,410,014	\$ -
Limited partnership	<u>3,897,612</u>	<u>-</u>	<u>3,897,612</u>
Total	<u>\$ 5,307,626</u>	<u>\$ 1,410,014</u>	<u>\$ 3,897,612</u>

THE RAINFOREST FUND, INC.
NOTES TO FINANCIAL STATEMENTS
Year Ended December 31, 2011

NOTE 5 - PROPERTY AND EQUIPMENT

Major classes of property and equipment are summarized as follows:

	<u>Estimated Useful Lives - Years</u>	<u>Amounts</u>
Equipment	5	\$ 48,059
Furniture and fixtures	7	<u>1,669</u>
Total cost		49,728
Less: Accumulated depreciation		<u>49,275</u>
Property and equipment, net		<u><u>\$ 453</u></u>

Related depreciation expense for the year ended December 31, 2011 was \$139.

NOTE 6 - RENTAL INFORMATION

The Organization rented, on a monthly basis, office space in Manhattan, New York. Rent expense for the year ended December 31, 2011 was abated.

NOTE 7 - RISKS AND UNCERTAINTIES

Cash and Cash Equivalents

At December 31, 2011, the bank balance at one commercial bank exceeded the \$250,000 insured FDIC limit by approximately \$47,000. In addition, at December 31, 2011, the balance at one brokerage firm exceeded the \$500,000 insured SIPC limit by approximately \$108,000.

NOTE 8 - FAIR VALUES OF FINANCIAL INSTRUMENTS

The carrying amounts of the Company's financial instruments, which include cash and cash equivalents, investments, accounts payable and accrued expenses approximate their fair values at December 31, 2011 due to the short-term nature of these instruments.

NOTE 9 - COMMITMENTS AND CONTINGENCIES

During November 2011, third party submitted a claim against the Organization. During 2012, this was settled out of court for \$2,800.

THE RAINFOREST FUND, INC.
NOTES TO FINANCIAL STATEMENTS
Year Ended December 31, 2011

NOTE 10 - DESCRIPTION OF PROGRAMS

The following summarizes the Organization's projects during the year ended December 31, 2011.

AFRICA

CENTRAL AFRICAN REPUBLIC

Participatory Mapping and Advocacy Surrounding National Parks and Community

The project aimed to support the communities with local planning processes and national and international policy discussions. This project was monitored by the Rainforest Foundation UK.

Implementation of ILO Convention 169

The project ensures respect for the rights of indigenous people and intends to work with indigenous groupings, training them on the contents of the Conventions and helping to bring forward their requests to the government, which is the first administration in Africa to ratify the Convention. This project was monitored by the Rainforest Foundation UK.

CONGO BASIN

Climate Change

The Organization continued to fund this 2010 project, which involves the countries of the Congo Basin, and aims to ensure their full participation and the respect of the rights of the forest peoples in national REDD processes. This project was monitored by the Rainforest Foundation UK.

ASIA

PAPUA NEW GUINEA

Land is Reform

A new project will last three years and is carried out by The Bismarck Ramu Group, the organization on site. This project exposes the unsuitable and unlawful logging that is destroying PNG's forest estate. This project focuses on a constitutional-challenge case seeking an immediate injunction stopping any new logging operation and a declaration that the current forestry laws are unconstitutional. This project was monitored by Rainforest Foundation Norway.

THE RAINFOREST FUND, INC.
NOTES TO FINANCIAL STATEMENTS
Year Ended December 31, 2011

NOTE 10 - DESCRIPTION OF PROGRAMS *(Continued)*

MALAYSIA

This project, aimed at augmenting indigenous rights in Malaysia, will span three years and is undertaken by the local organization, Joas. The focus of the first year is on strengthening the organization and its programs. It will enhance networking and advocacy through broader engagement with civil society and government, in the process strengthening the development of craft and empowerment of women in the Orang/Asal communities and building the capacity of community leaders to advocate for indigenous peoples rights in a country where the rights to their land and resources are denied. This project was monitored by Rainforest Foundation Norway.

LATIN & CENTRAL AMERICAS

BRAZIL

Defending Cultural Indigenous Rights in Public Policies

In collaboration with the Wayapi and Kaxuyana indigenous communities, this project addressed the challenge of maintaining cultural traditions and practices while overcoming internal divisions. Now in its last year of funding, the project was focused on crucial questions of sustainability and long-term planning. This project is monitored by Rainforest Foundation Norway.

Protection of the Surui Reserve

Working with Equipe de Conservacao de Amazonia, the Organization supports the protection of the Surui reserve through its REDD Project. The goal is to help the Surui peoples protect their highly biodiverse land in the Central Amazon and advance their groundbreaking Carbon Project by funding the implementation of a border-vigilance plan. This project is monitored by ACT (Amazon Conservation Team) and the Organization.

PERU

Supporting Partners in their Efforts to Halt the Construction of the Pakitzaoango Dam

This project aims at supporting partners in their efforts to halt the construction of the Pakitzapango hydroelectric dam in the Rio Ene. This project is monitored by Rainforest Foundation UK.

THE RAINFOREST FUND, INC.
NOTES TO FINANCIAL STATEMENTS
Year Ended December 31, 2011

NOTE 10 - DESCRIPTION OF PROGRAMS *(Continued)*

PERU (Continued)

Legal Defense for the Indigeneous People

Indigenous peoples in Peru are facing the worst crisis in modern history due to the actions of the central Government who, in disregard for all the binding international agreements, is systematically violating the rights of the Indigenous peoples by criminalizing the indigenous movement. This emergency funding to AIDSESEP, their main organization, helped provide legal defense to more than 250 leaders currently facing multiple criminal charges.

Supporting the Right to Health as a Means of Improving the Quality of Life for the Kandozi and Shapra Peoples

The Kandozi and Shapra people are facing extinction from a rising Hepatitis B epidemic. In collaboration with the local partner, ORKAMUKADIP, the support will provide Indigenous peoples the means to fight for their right to health services provided by the State. Two legal cases filed against the government are being pursued by the program's lawyers. This project is monitored by Rainforest Foundation US.

Ninos de La Amazonia

Last year Ninos de La Amazonia gave the children, from the remote village of San Martin de Tipischea a camera, taught them how to use it and asked them to take photos of their daily life. Their photographs have been on show at the Smithsonian Institute in Washington D.C. and in New York at the American Museum of Natural History where Rainforest Fund, in partnership with Firmenich Foundation, organized a fundraiser for future education programs. The fund provided five indigenous children from the remote village to come to Washington DC and New York to see the exhibits.

PANAMA

Wounaan Land Titles project

The objective of this project was to assure that the land with Title of Collective Property of the Wounaan land have territorial protection and guaranty of the natural resources, culture and traditions for the future developments. This project is monitored by Rainforest Foundation US.

National Strategy of Climate Change

In the past two years, the Organization supported the indigenous Kuna people on a climate-change project, which affects all indigenous peoples. This year, it expanded its reach to become a national strategy. The goal of this project, undertaken by La Coordinatoria Nacional de Pueblos Indigenos de Panama, is to structure in a participatory manner an indigenous climate-change strategy, and to create an expert indigenous network on these issues. This project was monitored by the Rainforest Foundation US.

THE RAINFOREST FUND, INC.
NOTES TO FINANCIAL STATEMENTS
Year Ended December 31, 2011

NOTE 10 - DESCRIPTION OF PROGRAMS *(Continued)*

GUYANA

Ensuring Indigenous Participation in Climate Change Projects

The Organization continued to fund this climate-change project, which focuses on the need to train communities in order to promote an informed engagement of indigenous peoples. This project was monitored by the Rainforest Foundation US.

BELIZE

Land Tenure Security in the Indigenous Maya Communities

This project is in response to the 2010 appeal by the government against the successful ruling, in 2007, on land tilting. This project offers the opportunity to begin the process of demarcating lands and to challenge the government decision. This project is monitored by Rainforest Foundation US.

BOLIVIA

Clean water in the Ayoreo Community of Puesto Paz

The Organization worked with the Ayoreo Comunidad Viva to guarantee access and sustainable use of clean water in the Ayoreo community by installing water tanks and training the community on the sustainable use of the water system. This project is monitored by Asociacio Comunidad Viva and the Organization.

ECUADOR

Empowering the Communities Affected by Oil Exploitation

This project is in its third year of funding and relates to the empowerment of the communities of Sucumbia and Orellana provinces affected by oil exploitation. This year, three more communities were trained to protect their rights and expose abuses committed on their land. This project is monitored by the FDA (Frente de Defensa de la Amazonia) and the Organization.

Chevron Campaign

The Organization's continued funding of this project aims to give an international voice to the peoples affected by the oil pollution. This project is monitored by RAN (Rainforest Action Network) and the Organization.