

Return of Organization Exempt From Income Tax

2009

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For the 2009 calendar year, or tax year beginning , 2009, and ending ,

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See specific instructions.	C TRANSFAIR USA DBA FAIR TRADE USA 1500 BROADWAY #400 OAKLAND, CA 94612	D Employer Identification Number 41-1848081 E Telephone number 510-663-5260 G Gross receipts \$ 9,775,895.
F Name and address of principal officer: SAME AS C ABOVE		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)	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶	
J Website: ▶ WWW.TRANSFAIRUSA.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: 1996		M State of legal domicile: MN	

Part I Summary

	1 Briefly describe the organization's mission or most significant activities: <u>TRANSFAIR USA ENABLES SUSTAINABLE DEVELOPMENT AND COMMUNITY EMPOWERMENT BY CULTIVATING A MORE EQUITABLE GLOBAL TRADE MODEL THAT BENEFITS FARMERS, WORKERS, CONSUMERS, INDUSTRY AND THE EARTH.</u>		
Activities & Governance	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	11
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	10
	5 Total number of employees (Part V, line 2a)	5	83
	6 Total number of volunteers (estimate if necessary)	6	25
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	3,273,512.	2,752,477.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,807,445.	7,010,644.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	62,285.	12,774.
	12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	9,143,242.	9,775,895.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	171,937.
14 Benefits paid to or for members (Part IX, column (A), line 4)			
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		4,736,113.	5,173,811.
16a Professional fundraising fees (Part IX, column (A), line 11e)			
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 590,976.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		3,969,167.	4,152,491.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		8,877,217.	9,453,346.
19 Revenue less expenses. Subtract line 18 from line 12	266,025.	322,549.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year	End of Year
	21 Total liabilities (Part X, line 26)	5,885,093.	6,431,994.
	22 Net assets or fund balances. Subtract line 21 from line 20	6,305,942.	6,511,208.
		-420,849.	-79,214.

Part II Signature Block

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

Sign Here	Signature of officer _____ Date _____	
	Type or print name and title. _____	
Paid Preparer's Use Only	Preparer's signature ▶ _____	Date _____
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ BREGANTE + COMPANY LLP, CPA'S 55 HAWTHORNE STREET, SUITE 910 SAN FRANCISCO, CA 94105	Check if self-employed <input type="checkbox"/>
	EIN ▶ N/A	Preparer's identifying number (see instructions) N/A
	Phone no. ▶ 415-777-1001	

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

TRANSFAIR USA ENABLES SUSTAINABLE DEVELOPMENT AND COMMUNITY EMPOWERMENT BY CULTIVATING A MORE EQUITABLE GLOBAL TRADE MODEL THAT BENEFITS FARMERS, WORKERS, CONSUMERS, INDUSTRY AND THE EARTH.

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

Yes No

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

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

Yes No

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

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

4a (Code:) (Expenses \$ 1,995,641. including grants of \$) (Revenue \$ 2,317,234.)

SEE SCHEDULE O

4b (Code:) (Expenses \$ 1,899,727. including grants of \$ 7,500.) (Revenue \$ 3,109,208.)

SEE SCHEDULE O

4c (Code:) (Expenses \$ 1,819,317. including grants of \$) (Revenue \$ 2,116,474.)

SEE SCHEDULE O

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

(Expenses \$ 1,762,926. including grants of \$ 119,544.) (Revenue \$ 1,989,542.)

4e Total program service expenses 7,477,611.

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)? <i>If 'Yes,' complete Schedule A.</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If 'Yes,' complete Schedule C, Part I.</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If 'Yes,' complete Schedule C, Part II.</i>		X
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If 'Yes,' complete Schedule C, Part III.</i>		
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? <i>If 'Yes,' complete Schedule D, Part I.</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If 'Yes,' complete Schedule D, Part II.</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III.</i>		X
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? <i>If 'Yes,' complete Schedule D, Part IV.</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If 'Yes,' complete Schedule D, Part V.</i>		X
11	Is the organization's answer to any of the following questions 'Yes'? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.</i>	X	
	• Did the organization report an amount for land, buildings and equipment in Part X, line 10? <i>If 'Yes,' complete Schedule D, Part VI.</i>		
	• 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? <i>If 'Yes,' complete Schedule D, Part VII.</i>		
	• 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? <i>If 'Yes,' complete Schedule D, Part VIII.</i>		
	• 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? <i>If 'Yes,' complete Schedule D, Part IX.</i>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If 'Yes,' complete Schedule D, Part X.</i>		
	• 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? <i>If 'Yes,' complete Schedule D, Part X.</i>		
12	Did the organization obtain separate, independent audited financial statement for the tax year? <i>If 'Yes,' complete Schedule D, Parts XI, XII, and XIII.</i>	X	
12A	Was the organization included in consolidated, independent audited financial statement for the tax year? <i>If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional.</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E.</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	X	
14b	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? <i>If 'Yes,' complete Schedule F, Part I.</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If 'Yes,' complete Schedule F, Part II.</i>	X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If 'Yes,' complete Schedule F, Part III.</i>		X
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? <i>If 'Yes,' complete Schedule G, Part I.</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If 'Yes,' complete Schedule G, Part II.</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III.</i>		X
20	Did the organization operate one or more hospitals? <i>If 'Yes,' complete Schedule H.</i>		X

Part IV Checklist of Required Schedules (continued)

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

BAA

Form 990 (2009)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1 a	Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1 a 16		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1 b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
	1 c		
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2 a 83		
2 b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	X	
	2 b		
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)			
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
	3 a		
b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O		
	3 b		
4 a	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)?	X	
	4 a		
b	If 'Yes,' enter the name of the foreign country: ► <u>CAYMAN ISLANDS</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
	4 b		
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
	5 a		
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
	5 b		
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
	5 c		
6 a	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?		X
	6 a		
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?		
	6 b		
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?		X
	7 a		
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
	7 b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
	7 c		
d	If 'Yes,' indicate the number of Forms 8282 filed during the year.		
	7 d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
	7 e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	7 f		
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
	7 g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
	7 h		
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?		X
	8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
	9 a		
b	Did the organization make any distribution to a donor, donor advisor, or related person?		
	9 b		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10 a	
b	Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10 b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from other members or shareholders	11 a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11 b	
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year.	12 b	

Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

		Yes	No
1 a	Enter the number of voting members of the governing body		
1 b	Enter the number of voting members that 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?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7 a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7 b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8 a	The governing body?	X	
8 b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O.		X

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

		Yes	No
10 a	Does the organization have local chapters, branches, or affiliates?		X
10 b	If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11 A	Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O		
12 a	Does the organization have a written conflict of interest policy? If 'No,' go to line 13.	X	
12 b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12 c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done. SEE SCHEDULE O.	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15 a	The organization's CEO, Executive Director, or top management official. SEE SCHEDULE O.	X	
15 b	Other officers of key employees of the organization. If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)	X	
16 a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16 b	If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosures

- 17** List the states with which a copy of this Form 990 is required to be filed ► CA MN
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. SEE SCHEDULE O
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ► STEVE SCHWARTZ 1500 BROADWAY, SUITE 400 OAKLAND CA 94612 510-663-5260

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

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

1 a 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. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of 'key employees.'
- 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 the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MICHAEL CONROY CHAIRMAN	3	X						0.	0.	0.
CARLOS A. VARGAS LEITON DIRECTOR	2	X						0.	0.	0.
FRANK TSAI DIRECTOR	2	X						0.	0.	0.
KATY MURRAY DIRECTOR	2	X						0.	0.	0.
RICK LARSON DIRECTOR	2	X						0.	0.	0.
SUSAN CLARE DIRECTOR	2	X						0.	0.	0.
THOMAS BULLOCK DIRECTOR	2	X						0.	0.	0.
RON CORDES DIRECTOR	2	X						0.	0.	0.
THERESA FAY BUSTILLOS DIRECTOR	2	X						0.	0.	0.
WILLIAM ROSENWEIG DIRECTOR	2	X						0.	0.	0.
PAUL RICE PRESIDENT	40			X				195,591.	0.	27,553.
TODD STARK COO	40			X				158,866.	0.	6,771.
JOAN BRAUN CFO	40			X				149,035.	0.	27,243.
STEVEN SCHWARTZ TREASURER	40			X				87,923.	0.	12,036.
KENNETH BEEBY SECRETARY	2			X				0.	0.	0.
ROBERT SLEASMAN VICE PRESIDENT	40					X		121,984.	0.	10,896.
LYNNELL LOHR VICE PRESIDENT	40					X		132,156.	0.	19,881.

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a					
	b Membership dues	1 b					
	c Fundraising events	1 c					
	d Related organizations	1 d					
	e Government grants (contributions)	1 e					
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 2,752,477.					
	g Noncash contribns included in lns 1a-1f: . . . \$						
h Total. Add lines 1a-1f ▶			2,752,477.				
PROGRAM SERVICE REVENUE	2 a CERTIFICATION FEES		Business Code	6,881,181.	6,881,181.		
	b OTHER INCOME			108,403.	108,403.		
	c TRADE SHOW SUPPORT			21,060.	21,060.		
	d -----						
	e -----						
	f All other program service revenue						
	g Total. Add lines 2a-2f ▶			7,010,644.			
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts) ▶			12,774.	12,774.		
	4 Income from investment of tax-exempt bond proceeds ▶						
	5 Royalties ▶						
	6 a Gross Rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss) ▶						
	7 a 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) ▶					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a						
	b Less: direct expenses b						
	c Net income or (loss) from fundraising events ▶						
	9 a Gross income from gaming activities. See Part IV, line 19 a						
	b Less: direct expenses b						
	c Net income or (loss) from gaming activities ▶						
10 a Gross sales of inventory, less returns and allowances a							
b Less: cost of goods sold b							
c Net income or (loss) from sales of inventory ▶							
Miscellaneous Revenue		Business Code					
11 a -----							
b -----							
c -----							
d All other revenue							
e Total. Add lines 11a-11d ▶							
12 Total revenue. See instructions ▶			9,775,895.	7,023,418.	0.	0.	

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).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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	5,500.	5,500.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	121,544.	121,544.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	665,018.	365,680.	251,712.	47,626.
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.	0.	0.	0.
7 Other salaries and wages	3,700,224.	2,745,583.	643,976.	310,665.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	95,939.	71,187.	16,697.	8,055.
9 Other employee benefits	367,308.	272,544.	63,925.	30,839.
10 Payroll taxes	345,322.	256,230.	60,099.	28,993.
11 Fees for services (non-employees)				
a Management				
b Legal	16,421.	14,219.	1,949.	253.
c Accounting	27,500.		27,500.	
d Lobbying				
e Prof fundraising svcs. See Part IV, ln 17				
f Investment management fees				
g Other	1,020,919.	884,021.	121,142.	15,756.
12 Advertising and promotion	129,254.	116,454.	2,160.	10,640.
13 Office expenses	36,163.	26,567.	7,072.	2,524.
14 Information technology	109,860.	69,584.	16,110.	24,166.
15 Royalties				
16 Occupancy	549,944.	415,537.	89,541.	44,866.
17 Travel	498,518.	443,400.	21,708.	33,410.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	141,197.	136,738.	3,187.	1,272.
20 Interest	172,220.	139,561.	22,074.	10,585.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	63,123.	44,235.	14,774.	4,114.
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a FLO MEMBERSHIP FEES	1,013,962.	1,013,962.		
b MISC. ADMINISTRATIVE	118,882.	92,652.	14,471.	11,759.
c TELECOMMUNICATIONS	89,510.	77,395.	6,662.	5,453.
d FLO CERTIFICATION FEES	86,616.	86,616.		
e BAD DEBT EXPENSE	78,402.	78,402.		
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	9,453,346.	7,477,611.	1,384,759.	590,976.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
ASSETS	1 Cash — non-interest-bearing.....	234,689.	1	653,323.
	2 Savings and temporary cash investments.....	2,320,195.	2	1,411,667.
	3 Pledges and grants receivable, net.....	1,532,500.	3	1,952,672.
	4 Accounts receivable, net.....	1,262,014.	4	1,842,441.
	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)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L..		6	
	7 Notes and loans receivable, net.....		7	89,795.
	8 Inventories for sale or use.....		8	
	9 Prepaid expenses and deferred charges.....	180,465.	9	145,322.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 462,091.		
	b Less: accumulated depreciation.....	10b 175,667.	278,443.	10c 286,424.
	11 Investments — publicly-traded securities.....		11	
	12 Investments — other securities. See Part IV, line 11.....		12	
	13 Investments — program-related. See Part IV, line 11.....		13	
	14 Intangible assets.....		14	
	15 Other assets. See Part IV, line 11.....	76,787.	15	50,350.
16 Total assets. Add lines 1 through 15 (must equal line 34).....	5,885,093.	16	6,431,994.	
LIABILITIES	17 Accounts payable and accrued expenses.....	770,464.	17	1,028,801.
	18 Grants payable.....		18	
	19 Deferred revenue.....		19	
	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.....	5,344,000.	23	5,290,000.
	24 Unsecured notes and loans payable to unrelated third parties.....		24	
	25 Other liabilities. Complete Part X of Schedule D.....	191,478.	25	192,407.
	26 Total liabilities. Add lines 17 through 25.....	6,305,942.	26	6,511,208.
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.....	-2,278,656.	27	-2,347,479.
	28 Temporarily restricted net assets.....	1,857,807.	28	2,268,265.
	29 Permanently restricted net assets.....		29	
	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, and equipment fund.....		31	
	32 Retained earnings, endowment, accumulated income, or other funds.....		32	
33 Total net assets or fund balances.....	-420,849.	33	-79,214.	
34 Total liabilities and net assets/fund balances.....	5,885,093.	34	6,431,994.	

BAA

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
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 consolidated basis, separate basis, or both:		
	<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	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.		

BAA

Form 990 (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization TRANSFAIR USA DBA FAIR TRADE USA	Employer identification number 41-1848081
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

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

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 A hospital or 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 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 is a Type I, Type II or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

h Provide the following information about the supported organizations.

(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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf.						
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.						
4 Total. Add lines 1-through 3.						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4.						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						
9 Net income from unrelated business activities, 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.)						
11 Total support. Add lines 7 through 10.						
12 Gross receipts from related activities, etc. (see instructions).					12	

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)).	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14.	15	%

16a **33-1/3 support test – 2009.** If the organization did not check the box on line 13, and the 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 – 2008.** If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.

17a **10%-facts-and-circumstances test – 2009** 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 – 2008.** 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.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include "unusual grants.")	1,054,949.	685,026.	2,390,280.	3,272,512.	2,752,477.	10,155,244.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose.	3,071,014.	4,591,444.	5,007,553.	5,807,445.	7,010,644.	25,488,100.
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge.						0.
6 Total. Add lines 1 through 5.	4,125,963.	5,276,470.	7,397,833.	9,079,957.	9,763,121.	35,643,344.
7a Amounts included on lines 1, 2, 3 received from disqualified persons.	0.	0.	0.	0.	0.	0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the amount on line 13 for the year.	1,655,734.	2,710,129.	2,509,135.	2,867,541.	3,618,734.	13,361,273.
c Add lines 7a and 7b.	1,655,734.	2,710,129.	2,509,135.	2,867,541.	3,618,734.	13,361,273.
8 Public support (Subtract line 7c from line 6.)						22,282,071.

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6.	4,125,963.	5,276,470.	7,397,833.	9,079,957.	9,763,121.	35,643,344.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.	21,159.	54,620.	72,620.	62,285.	12,774.	223,458.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						0.
c Add lines 10a and 10b.	21,159.	54,620.	72,620.	62,285.	12,774.	223,458.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) SEE PART IV.			-1,222.			-1,222.
13 Total support. (add lns 9, 10c, 11, and 12.)						35,865,580.

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 2009 (line 8, column (f) divided by line 13, column (f)).	15	62.1 %
16 Public support percentage from 2008 Schedule A, Part III, line 15.	16	61.7 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)).	17	0.6 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17.	18	0.8 %

19a 33-1/3 support tests – 2009. 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 – 2008. If the organization did not check a box on line 14 or 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 III, LINE 12 - OTHER INCOME

NATURE AND SOURCE 2009 2008 2007 2006 2005

LOSS ON SALE OF SECURITIES

TOTAL \$ 0. \$ 0. \$ -1,222. \$ 0. \$ 0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF

OMB No. 1545-0047

2009

Name of the organization

TRANSFAIR USA DBA FAIR TRADE USA

Employer identification number

41-1848081

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule –

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

Special Rules –

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year..... ▶ \$ _____

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

TRANSFAIR USA DBA FAIR TRADE USA

41-1848081

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GREEN MOUNTAIN COFFEE ROASTERS FND. 33 COFFEE LANE WATERBURY, VT 05676	\$ 925,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	WALMART FOUNDATION 702 S.W. 8TH STREET BENTONVILLE, AR 72716	\$ 400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	STICHTING HET GROENE WOUDT PO BOX 139, LAREN, NL -1250 AC NETHERLANDS,	\$ 383,109.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	LEVI STRAUSS FOUNDATION 1155 BATTERY STREET SAN FRANCISCO, CA 94111	\$ 80,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	USAID AV. LA ENCALADA, CDRA 17 MONTERRICO, SURCO, PERU	\$ 260,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL, #300 MOUNTAIN VIEW, CA 94040	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

TRANSFAIR USA DBA FAIR TRADE USA

41-1848081

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	JEROME J. LOHR ----- 18755 MONTEWOOD DR. ----- SARATOGA , CA 95070 -----	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization: **TRANSFAIR USA DBA FAIR TRADE USA** Employer identification number: **41-1848081**

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

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once – see instructions.) \$ **N/A**

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

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

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

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

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

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

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

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

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

TRANSFAIR USA DBA FAIR TRADE USA

Employer identification number

41-1848081

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two questions about donor informed status.

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

Table with 3 columns: Question, Held at the End of the Year (2a-2d), and Yes/No. Rows include purpose of easements, number of easements, and monitoring details.

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

Table with 3 columns: Question, Amount, and Yes/No. Rows include reporting requirements for art and historical treasures.

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

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

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

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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 organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

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

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

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

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

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

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

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

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)	
(ii) related organizations	3a(ii)	
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		50,440.	13,104.	37,336.
d Equipment		248,439.	119,488.	128,951.
e Other		163,212.	43,075.	120,137.

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶ 286,424.

BAA

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)		9,775,895.
2	Total expenses (Form 990, Part IX, column (A), line 25)		9,453,346.
3	Excess or (deficit) for the year. Subtract line 2 from line 1		322,549.
4	Net unrealized gains (losses) on investments		19,087.
5	Donated services and use of facilities		
6	Investment expenses		
7	Prior period adjustments		
8	Other (Describe in Part XIV)		
9	Total adjustments (net). Add lines 4 through 8		19,087.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9		341,636.

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	10,040,694.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	19,087.
b	Donated services and use of facilities	2b	245,712.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	264,799.
3	Subtract line 2e from line 1	3	9,775,895.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	9,775,895.

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

1	Total expenses and losses per audited financial statements	1	9,699,058.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	245,712.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	245,712.
3	Subtract line 2e from line 1	3	9,453,346.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	9,453,346.

Part XIV Supplemental Information

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

**Schedule F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

TRANSFAIR USA DBA FAIR TRADE USA

Employer identification number

41-1848081

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
SOUTH AMERICA	0	1	PROGRAM SERVICE & GRANTS	COOPERATIVE DEVELOPMENT	385,789.
SUB SAHARA AFRICA	0	1	PROGRAM SERVICE & GRANTS	COOPERATIVE DEVELOPMENT	215,805.
Totals	0	2			601,594.

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

Schedule F (Form 990) (2009)

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			AFRICA	COOPERAT.	8,895.	WIRE			
				DEVELOPMT		TRANSFER			
			SOUTH AMERICA	COOPERAT.	14,369.	WIRE			
				DEVELOPMT		TRANSFER			
			SOUTH AMERICA	COOPERAT.	15,100.	WIRE			
				DEVELOPMT		TRANSFER			
			SOUTH AMERICA	COOPERAT.	16,185.	WIRE			
				DEVELOPMT		TRANSFER			
			SOUTH AMERICA	COOPERAT.	18,916.	WIRE			
				DEVELOPMT		TRANSFER			
			SOUTH AMERICA	COOPERAT.	19,738.	WIRE			
				DEVELOPMT		TRANSFER			
			SOUTH AMERICA	COOPERAT.	7,462.	WIRE			
				DEVELOPMT		TRANSFER			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter 0

3 Enter total number of other organizations or entities 7

Part IV Supplemental Information

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

ADDITIONAL SUPPLEMENTAL INFORMATION

MONITORING THE USE OF GRANTS OUTSIDE THE US TAKES PLACE THROUGH CONTRACTUALLY

OBLIGATED NARRATIVE AND FINANCIAL PROGRESS REPORTS VALIDATED THROUGH REGULAR SITE

VISITS CONDUCTED BY PROGRAM MANAGEMENT CONTRACTORS BASED IN COUNTRY.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

2009

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Inspection**

Name of the organization

TRANSFAIR USA DBA FAIR TRADE USA

Employer identification number

41-1848081

Part I Questions Regarding Compensation

	Yes	No
1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.		
<input type="checkbox"/> First-class or charter travel		
<input type="checkbox"/> Travel for companions		
<input type="checkbox"/> Tax indemnification and gross-up payments		
<input type="checkbox"/> Discretionary spending account		
<input type="checkbox"/> Housing allowance or residence for personal use		
<input type="checkbox"/> Payments for business use of personal residence		
<input type="checkbox"/> Health or social club dues or initiation fees		
<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain.	1 b	
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.		
<input checked="" type="checkbox"/> Compensation committee		
<input type="checkbox"/> Independent compensation consultant		
<input type="checkbox"/> Form 990 of other organizations		
<input type="checkbox"/> Written employment contract		
<input checked="" type="checkbox"/> Compensation survey or study		
<input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:		
a Receive a severance payment or change-of-control payment?	4 a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4 b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4 c	X
If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a The organization?	5 a	X
b Any related organization?	5 b	X
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?	6 a	X
b Any related organization?	6 b	X
If 'Yes' to line 6a or 6b, describe in Part III.		
7 For person 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. PART. III	7	X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If 'Yes,' describe in Part III.	8	X
9 If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	X

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

Schedule J (Form 990) 2009

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 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 and incentive compensation	(iii) Other reportable compensation				
PAUL RICE	(i)	170,016.	25,575.	0.	7,565.	19,988.	223,144.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
TODD STARK	(i)	149,241.	9,625.	0.	0.	6,771.	165,637.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JOAN BRAUN	(i)	133,585.	15,450.	0.	5,810.	21,433.	176,278.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
LYNNELL LOHR	(i)	114,386.	17,770.	0.	4,603.	15,278.	152,037.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

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.

PART III - ADDITIONAL INFORMATION

THE CEO, THE CFO AND THE COO EARN BONUSES TIED TO REVENUE AND NET EARNING GOALS.

**SCHEDULE O
(Form 990)**

Supplemental Information to Form 990

OMB No. 1545-0047

2009

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

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

TRANSFAIR USA DBA FAIR TRADE USA

Employer identification number

41-1848081

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS

CERTIFICATION: TRANSFAIR USA CERTIFIED OVER 100 MILLION POUNDS OF FAIR TRADE COFFEE FOR THE FIRST TIME IN OUR ELEVEN YEAR HISTORY AS IMPORTS INCREASED BY MORE THAN 25 PERCENT OVER 2008. THANKS TO EXPONENTIAL GROWTH IN RETAIL AND CONSUMER DEMAND FOR FAIR TRADE PRODUCE, TRANSFAIR USA CERTIFIED MORE THAN 24 MILLION POUNDS OF FAIR TRADE BANANAS DURING THE FIRST HALF OF THE YEAR, TWICE THE AMOUNT CERTIFIED DURING THE SAME PERIOD LAST YEAR. THE AMOUNT OF WINE CERTIFIED AS FAIR TRADE AND SOLD IN THE UNITED STATES QUADRUPLD BETWEEN 2008 AND 2009.

TRANSFAIR USA WAS PROUD TO PUBLISH THE WORLD'S FIRST STANDARD FOR FAIR TRADE CERTIFIED GARMENT MANUFACTURING. GARMENTS AND HOME GOODS LABELED WITH THE FAIR TRADE CERTIFIED LOGO WILL BE THE FIRST-EVER FAIR TRADE PRODUCTS TO DELIVER PREMIUMS TO PRODUCERS AT TWO LEVELS OF THE SUPPLY CHAIN: ORGANIC COTTON FARMERS AND FACTORY WORKERS. THE FAIR TRADE GARMENT STANDARD REPRESENTS THE FIRST FACTORY AUDITING CODE IN THE WORLD THAT WILL GUARANTEE HIGHER WAGES TO GARMENT FACTORY WORKERS, AND INTEGRATE CONSUMERS DIRECTLY INTO THE EFFORT TO IMPROVE WORKPLACE CONDITIONS WITH A CONSUMER-FACING LABEL.

THE SUCCESS OF FAIR TRADE CERTIFIED FOR PRODUCERS AROUND THE WORLD IS DEPENDENT ON THE ENTHUSIASTIC ENGAGEMENT OF BUSINESS PARTNERS WILLING TO PURCHASE AND SELL FAIR TRADE PRODUCTS, AND HAVE THEIR SUPPLY CHAINS AUDITED. TRANSFAIR USA WORKS HARD TO ENSURE OUR LICENSEE BUSINESS PARTNERS ENJOY A POSITIVE RELATIONSHIP WITH FAIR TRADE. IN THIS SPIRIT, WE ELECTED TO REDESIGN THE SYSTEM BY WHICH LICENSEES REPORT THEIR FAIR TRADE BUSINESS TO TRANSFAIR USA - OUR CERTIFICATION SYSTEM.

WE IMPLEMENTED A LICENSEE PORTAL WHICH ALLOWS TRANSFAIR USA'S 800 PLUS LICENSEE

Name of the organization

Employer identification number

TRANSFAIR USA DBA FAIR TRADE USA

41-1848081

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS (CONTINUED)

BUSINESS PARTNERS - RANGING IN SIZE AND COMPLEXITY FROM WALMART TO SMALL IMPORTERS - TO MAINTAIN THEIR OWN RECORDS AND DATA. LICENSEES ARE ABLE TO LOGIN TO VIEW THEIR ACCOUNT, CONTACT, AND FAIR TRADE CERTIFIED PRODUCT INFORMATION, AS WELL AS RUN AND EXPORT BASIC REPORTS. TRANSFAIR USA'S ABILITY TO CONTINUE TO GROW THE MARKET OF FAIR TRADE PRODUCTS IN THE U.S., AND DELIVER MORE IMPACT TO A WIDER RANGE OF FARMER PRODUCERS IN THE DEVELOPING WORLD, IS DEPENDENT UPON MAKING CURRENT SYSTEMS WORK MORE EFFICIENTLY TO ACCOMMODATE THE INCREASING NUMBER OF BUSINESS PARTNERS AND PRODUCTS IN THE PROGRAM.

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

MARKETING, COMMUNICATION, AND EDUCATION: THE FAIR TRADE CERTIFIED LABEL HAS BECOME A HIGHLY VISIBLE SYMBOL AS SOCIAL AND ENVIRONMENTAL ISSUES HAVE BECOME MORE AND MORE OF A PRIORITY FOR CONSUMERS.

TRANSFAIR USA'S ANNUAL FAIR TRADE MONTH BRINGS TOGETHER BRANDS, RETAILERS, CONSUMERS, AND THE MEDIA FOR A MONTH-LONG CAMPAIGN TO PROMOTE FAIR TRADE. GRASSROOTS EVENTS, PRODUCER TOURS, MEDIA RELATIONS, ONLINE MARKETING CAMPAIGNS, AND DISTRIBUTOR PROMOTIONS COMBINE TO GALVANIZE SUPPORTERS AND BUILD AWARENESS.

OCTOBER 2009 MARKED THE SIXTH ANNUAL FAIR TRADE MONTH IN THE UNITED STATES, COMMEMORATED WITH A MAJOR ONLINE COMMUNITY-BUILDING CAMPAIGN. EACH DAY WAS MARKED BY A DIFFERENT FACT ABOUT FAIR TRADE AND A SIMPLE ACTION THAT FAIR TRADE FANS COULD TAKE TO SUPPORT THE GROWTH OF FAIR TRADE. TRANSFAIR USA'S SOCIAL NETWORKS GREW BY MORE THAN 5,000 PEOPLE AND BY THE END OF THE MONTH WE HAD 31,000 FANS ON FACEBOOK AND 3,100 FOLLOWERS ON TWITTER. THESE ONLINE COMMUNITIES PLAY CRITICAL ROLES IN OUR EFFORTS TO RAISE AWARENESS AND DEMAND FOR FAIR TRADE CERTIFIED PRODUCTS.

Name of the organization

TRANSFAIR USA DBA FAIR TRADE USA

Employer identification number

41-1848081

FORM 990, PART III, LINE 4B - PROGRAM SERVICE ACCOMPLISHMENTS (CONTINUED)

THE FAIR TRADE TOWNS CAMPAIGN BEGAN IN 2007 TO MOBILIZE PEOPLE IN LOCAL CITIES AND TOWNS ACROSS THE COUNTRY TO ENSURE FAIR TRADE PRODUCTS ARE SOLD IN LOCAL STORES, RETAILERS, AND COMMUNITY ORGANIZATIONS. A GRASSROOTS CAMPAIGN, FAIR TRADE TOWNS EXPANDS THE FAIR TRADE MOVEMENT BY RAISING CONSUMER AWARENESS, INCREASING SALES OF FAIR TRADE PRODUCTS, AND PROMOTING FAIR TRADE VIA LOCAL MEDIA. INCREASED CONSUMER DEMAND AND SALES DEEPEN THE IMPACT OF FAIR TRADE FOR PRODUCERS IN DEVELOPING NATIONS. DURING 2009, THE MOVEMENT GREW FROM NINE TO 13 DECLARED FAIR TRADE TOWNS AND MORE THAN 40 ACTIVE CAMPAIGNS.

FOR THE PAST SEVEN YEARS, TRANSFAIR USA HAS COORDINATED THE PARTICIPATION OF FAIR TRADE FARMERS AT THE SPECIALTY COFFEE ASSOCIATION OF AMERICA (SCAA) CONFERENCE AND TRADE SHOW. IN 2009 TRANSFAIR USA ORGANIZED THE ATTENDANCE OF 200 FAIR TRADE COFFEE FARMERS IN ANAHEIM, CA. SCAA PROVIDED INVALUABLE OPPORTUNITIES FOR FARMERS TO CONNECT WITH POTENTIAL BUYERS, LEARN MORE ABOUT THE U.S. COFFEE INDUSTRY, AND ATTEND EDUCATIONAL WORKSHOPS. FARMERS CAME FROM 22 COUNTRIES ACROSS LATIN AMERICA, AFRICA AND ASIA, AND REPRESENTED 90 DIFFERENT COFFEE COOPERATIVES. IN CONJUNCTION WITH SCAA, TRANSFAIR USA HOSTED OUR HIGHLY POPULAR PRODUCER FORUM - A WHOLE DAY'S WORTH OF DISCUSSIONS ON TOPICS CRITICAL TO FAIR TRADE FARMERS, SUCH AS CLIMATE CHANGE AND THE CURRENT GLOBAL ECONOMIC CRISIS.

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

BUSINESS DEVELOPMENT: TO EARN THE LICENSE FROM TRANSFAIR USA TO USE THE FAIR TRADE CERTIFIED LABEL ON THEIR PRODUCTS, COMPANIES MUST BUY FROM CERTIFIED FARMS, PAY FAIR TRADE PRICES AND COMMUNITY DEVELOPMENT PREMIUMS AND SUBMIT TO A RIGOROUS SUPPLY CHAIN AUDIT. TODAY, OUR PARTNER COMPANIES RANGE FROM SMALL, MISSION-DRIVEN COFFEE ROASTERS TO SOME OF THE LARGEST INTERNATIONAL CORPORATIONS IN THE WORLD.

Name of the organization

TRANSFAIR USA DBA FAIR TRADE USA

Employer identification number

41-1848081

FORM 990, PART III, LINE 4C - PROGRAM SERVICE ACCOMPLISHMENTS (CONTINUED)

U.S. RETAIL SALES OF FAIR TRADE CERTIFIED PRODUCTS WERE AN ESTIMATED \$1.2 BILLION IN 2009, AN INCREASE OF SEVEN PERCENT OVER 2008. FARMERS AND WORKERS EARNED MORE ADDITIONAL INCOME DURING THE FIRST HALF OF 2009 ALONE THAN THEY DID DURING TRANSFAIR USA'S ENTIRE FIRST FIVE YEARS OF OPERATIONS: AN ADDITIONAL \$25.5 MILLION. FAIR TRADE CERTIFIED HAS GROWN TO ENCOMPASS A WIDE VARIETY OF PRODUCTS AT MORE THAN 50,000 RETAIL OUTLETS. ACROSS INDUSTRIES, PIONEERING BRANDS HAVE CONTINUED TO INNOVATE WITHIN THE FAIR TRADE CATEGORY AND HAVE EXPANDED INTO NEW FOOD PRODUCTS AND INGREDIENTS SOURCED FROM 58 DEVELOPING COUNTRIES.

THE FAIR TRADE CERTIFIED COFFEE MARKET IN THE UNITED STATES GREW BY 45% DURING THE FIRST HALF OF THE YEAR. NEW FAIR TRADE PRODUCTS WERE INTRODUCED THIS YEAR LIKE PALESTINIAN OLIVE OIL, SHEA BUTTER FROM BURKINA FASO, AND QUINOA FROM BOLIVIA.

COMPANIES ACROSS THE COUNTRY INCREASINGLY SEEK FAIR TRADE CERTIFICATION. IN 2009, MORE THAN 80 NEW COMPANIES JOINED THE MOVEMENT TO OFFER FAIR TRADE CERTIFIED PRODUCTS IN THE UNITED STATES. THE TOTAL NUMBER OF TRANSFAIR USA PARTNERS IS NOW 813 COMPANIES. FROM ICE CREAM TO BEVERAGES TO COSMETICS, FAIR TRADE CERTIFIED INGREDIENTS ARE TURNING UP IN MORE THAN 6,000 PRODUCTS.

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

OTHER: THE GLOBAL PRODUCER SERVICES PROGRAM OF TRANSFAIR USA WORKS WITH FARMER AND WORKER COOPERATIVES THROUGHOUT THE GLOBAL SOUTH TO IMPROVE BUSINESS PRACTICES, SALES, AND PRODUCT QUALITY. IN RWANDA, OUR WORK WITH COFFEE GROWING COMMUNITIES HAS HELPED FACILITATE THE EMPOWERMENT OF WOMEN PRODUCERS. COFFEE PLAYS A VITAL ROLE IN RWANDA'S ONGOING REBUILDING POST-CIVIL WAR AND GENOCIDE. TRANSFAIR USA STAFF WORKED CLOSELY WITH FARMERS THIS YEAR TO ENABLE THEM TO ACHIEVE THE HIGH QUALITY AND SUSTAINABLE MARKET ACCESS THEY NEED TO USE THEIR COFFEE AS A TOOL FOR ECONOMIC

Name of the organization

TRANSFAIR USA DBA FAIR TRADE USA

Employer identification number

41-1848081

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION (CONTINUED)

DEVELOPMENT AND COMMUNITY EMPOWERMENT.

TRANSFAIR USA HAS PROVIDED OVER 6,000 RWANDAN FARMERS WITH TRAINING IN QUALITY EVALUATION AND IMPROVEMENT, FINANCIAL LITERACY, AND DEMOCRATIC COOPERATIVE MANAGEMENT. THE PROGRAM HAS ALSO ENABLED ONE OF OUR RWANDA PARTNER COOPERATIVES TO BUILD A COFFEE CUPPING LABORATORY AND CONNECTED WOMEN'S ORGANIZATIONS WITH UNIQUE TRAINING OPPORTUNITIES AND DIRECT LINKAGE TO THE UNITED STATES FAIR TRADE MARKET.

TRANSFAIR USA'S RESPONSIBLE SOURCING PARTNERSHIP (RSP) IS A UNIQUE PUBLIC-PRIVATE PARTNERSHIP AMONG THE UNITED STATES AGENCY FOR INTERNATIONAL DEVELOPMENT (USAID), TRANSFAIR USA, WALMART STORES, INC., SEBRAE-MINAS GERAIS, AND TWELVE COOPERATIVE ORGANIZATIONS REPRESENTING OVER 30,000 SMALLHOLDER FAMILIES IN THE BRAZILIAN STATES OF MINAS GERAIS, São PAULO, AND BAHIA. THE PROGRAM HAS PROVIDED THOUSANDS OF FARMERS WITH TRAINING IN COOPERATIVE GOVERNANCE, HARVEST, AND PROCESSING BEST PRACTICES, QUALITY EVALUATION, AND ORGANIC CONVERSION, AS WELL AS GRANTS FOR INFRASTRUCTURE UPGRADES. A HIGHLIGHT OF THE RSP WAS THE SECOND ANNUAL FAIR TRADE CERTIFIED CUPPING COMPETITION; AN INTERNATIONAL PANEL OF COFFEE EXPERTS EVALUATED SAMPLES FROM THE FINEST FAIR TRADE COFFEES PRODUCED IN BRAZIL THIS YEAR. ALL THE TOP WINNING LOTS WERE THEN AUCTIONED OFF TO LEADING COFFEE BUYERS FROM AROUND THE WORLD.

FORM 990, PART VI, LINE 11 - FORM 990 REVIEW PROCESS

DRAFT FORM 990 IS REVIEWED AND APPROVED BY AUDIT COMMITTEE BEFORE FILING.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

ONCE A YEAR, THE ORGANIZATION CIRCULATES A LIST OF ALL VENDORS AND ASKS THE BOARD TO REVIEW THE LIST OF LICENSEES (THOSE WHO PAY FEE FOR SERVICE) WHO ARE SHOWN ON THE TRANSFAIR'S USA WEBSITE. THE BOARD MEMBERS ARE THEN ASKED TO RE-SIGN THE CONFLICT OF

Name of the organization

Employer identification number

TRANSFAIR USA DBA FAIR TRADE USA

41-1848081

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS (CONTINUED)

INTEREST POLICY COMPLIANCE STATEMENT.

FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS FOR CEO, EXEC. DIR., OR TOP MG

IN THE FOURTH QUARTER OF 2008, THE ORGANIZATION HIRED A THIRD PARTY COMPENSATION FIRM AND HAD THEM PREPARE A STUDY OF COMPARABLE COMPENSATION FOR APPROXIMATELY HALF OF THE POSITIONS IN THE ORGANIZATION, INCLUDING ALL OF THE KEY POSITIONS. THOSE FINDINGS WERE AGED FOR 2009 AND PRESENTED TO THE COMPENSATION COMMITTEE.

IN 2009, THE ORGANIZATION ASKED THE SAME FIRM TO AGE THE DATA FOR THE KEY POSITIONS FOR 2010. THEY DID SO. THAT DATA WAS PROVIDED TO THE COMPENSATION COMMITTEE FOR ITS CONSIDERATION. ALL C LEVEL SALARY ADJUSTMENTS ARE APPROVED BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

ANNUAL REPORTS, AUDITS, AND TAX RETURNS ARE PROVIDED ON OUR WEBSITE. ARTICLES OF INCORPORATION AND BY-LAWS ARE ON FILE WITH THE STATE OF MINNESOTA AND THE STATE OF CALIFORNIA. WE FILE CHARITABLE SOLICITATION REGISTRATION IN 15 STATES. THE STATE FILINGS REQUIRE SUBMISSION OF THE BY-LAWS, ARTICLES OF INCORPORATION AND FINANCIAL STATEMENTS

Calendar year 2009 or fiscal year beginning month day year, and ending month day year

A First Return Filed? Yes No
B Type of organization Exempt under Section 23701... **D** (insert letter) **CORP #** 2158319
 IRC Section 4947(a)(1) trust...

Corporation/Organization Name **TRANSFAIR USA DBA FAIR TRADE USA** FEIN 41-1848081

Address **1500 BROADWAY #400** City **OAKLAND, CA 94612** State ZIP Code

C Amended Return? Yes No
D Are you a subordinate/affiliate in a group exemption?.. Yes No
a Is this a group filing for affiliates? See General Instruction L. Yes No
b If 'Yes,' enter the number of affiliates.
c Are all affiliates included? Yes No (If 'No,' attach a list. See instructions.)
d Is this a separate return filed by an organization covered by a group ruling? Yes No
e Federal Group Exemption Number.
f Is a roster of subordinates attached? Yes No
E Final return?
 Dissolved Surrendered (Withdrawn)
 Merged/Reorganized (attach explanation)
 If a box is checked, enter date.
F Check the box if the organization filed the following federal forms or schedule:
1 990T **2** 990PF **3** (Schedule H) 990
G If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public

contributions, check box. See General Instruction F.
 No filing fee is required.
H Accounting method used .. **1** Cash **2** Accrual **3** Other
I If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? If 'Yes,' complete and attach form FTB 3509, Political or Legislative Activities by Section 23701d Organizations. Yes No
J Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? If 'Yes,' complete an explanation and attach copies of revised documents. Yes No
K Is the organization exempt under R&TC Section 23701g? Yes No
 If 'Yes,' enter amount of gross receipts from nonmember sources. \$
L Is the organization under audit by the IRS or has the IRS audited in a prior year? Yes No
M Is the organization a Limited Liability Company? Yes No
N Did the organization file Form 100 or Form 109 to report taxable income? Yes No

Part I Complete Part I unless not required to file this form. See General Instructions B and C.

Receipts and Revenues	1 Gross sales or receipts from other sources. From Side 2, Part II, line 8.	1	7,023,418.
	2 Gross dues and assessments from members and affiliates.	2	
	3 Gross contributions, gifts, grants, and similar amounts received. SEE .SCH. .B	3	2,752,477.
	4 Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$25,000, see General Instruction C.	4	9,775,895.
	5 Cost of goods sold.	5	
	6 Cost or other basis, and sales expenses of assets sold.	6	
	7 Total costs. Add line 5 and line 6.	7	
	8 Total gross income. Subtract line 7 from line 4.	8	9,775,895.
Expenses	9 Total expenses and disbursements. From Side 2, Part II, line 18.	9	9,453,346.
	10 Excess of receipts over expenses and disbursements. Subtract line 9 from line 8.	10	322,549.
Filing Fee	11 Filing fee \$10 or \$25. See General Instruction F.	11	10.
	12 Total payments.	12	
	13 Penalties and Interest. See General Instruction J.	13	
	14 Use tax. See General Instruction K.	14	
	15 Balance due. Add line 11, line 13, and line 14. Then subtract line 12 from the result.	15	10.

Sign Here
 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 taxpayer) is based on all information of which preparer has any knowledge.
 Signature of officer Title Date Telephone 510-663-5260

Paid Preparer's Use Only
 Preparer's signature Date Check if self-employed Preparer's SSN/PTIN P00292642
 Firm's name (or yours, if self-employed) and address **BREGANTE + COMPANY LLP, CPA'S** FEIN 94-2861940
55 HAWTHORNE STREET, SUITE 910 Telephone 415-777-1001
SAN FRANCISCO, CA 94105

May the FTB discuss this return with the preparer shown above? See instructions. Yes No

Part II Organizations with gross receipts of more than \$25,000 and private foundations regardless of amount of gross receipts – complete Part II or furnish substitute information. See Specific Line Instructions.

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	●	1	
	2	Interest	●	2	12,774.
	3	Dividends	●	3	
	4	Gross rents	●	4	
	5	Gross royalties	●	5	
	6	Gross amount received from sale of assets (See Instructions)	●	6	
	7	Other income. Attach schedule SEE STATEMENT 1	●	7	7,010,644.
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1.		8	7,023,418.
Expenses and Disbursements	9	Contributions, gifts, grants, and similar amounts paid. Attach schedule	●	9	127,044.
	10	Disbursements to or for members.	●	10	
	11	Compensation of officers, directors, and trustees. Attach schedule . . SEE STATEMENT 2	●	11	665,018.
	12	Other salaries and wages	●	12	3,700,224.
	13	Interest	●	13	172,220.
	14	Taxes	●	14	345,322.
	15	Rents	●	15	549,944.
	16	Depreciation and depletion (See Instructions)	●	16	63,123.
	17	Other. Attach schedule SEE STATEMENT 3	●	17	3,830,451.
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9		18	9,453,346.

Schedule L Balance Sheets		Beginning of taxable year		End of taxable year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		2,554,884.		2,064,990.
2	Net accounts receivable		2,794,514.		3,795,113.
3	Net notes receivable. Attach schedule				89,795.
4	Inventories				
5	Federal and state government obligations				
6	Investments in other bonds. Attach sch.				
7	Investments in stock. Attach schedule				
8	Mortgage loans (number of loans _____)				
9	Other investments. Attach schedule				
10 a	Depreciable assets	390,990.		462,091.	
b	Less accumulated depreciation	112,547.	278,443.	175,667.	286,424.
11	Land				
12	Other assets. Attach schedule STM. 4		257,252.		195,672.
13	Total assets		5,885,093.		6,431,994.
Liabilities and net worth					
14	Accounts payable		770,464.		1,028,801.
15	Contributions, gifts, or grants payable				
16	Bonds and notes payable. Attach schedule ST. 5		5,344,000.		5,290,000.
17	Mortgages payable				
18	Other liabilities. Attach schedule STM. 6		191,478.		192,407.
19	Capital stock or principle fund		-420,849.		-79,214.
20	Paid-in or capital surplus. Attach reconciliation				
21	Retained earnings or income fund				
22	Total liabilities and net worth		5,885,093.		6,431,994.

Schedule M-1 Reconciliation of income per books with income per return			
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$25,000			
1	Net income per books	●	341,636.
2	Federal income tax	●	
3	Excess of capital losses over capital gains	●	
4	Income not recorded on books this year. Attach schedule	●	
5	Expenses recorded on books this year not deducted in this return. Attach schedule	●	
6	Total . Add line 1 through line 5		341,636.
7	Income recorded on books this year not included in this return. Attach schedule SEE ST. 7	●	19,087.
8	Deductions in this return not charged against book income this year. Attach schedule	●	
9	Total . Add line 7 and line 8		19,087.
10	Net income per return . Subtract line 9 from line 6		322,549.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

CALIFORNIA COPY

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF**

OMB No. 1545-0047

2009

Name of the organization

TRANSFAIR USA DBA FAIR TRADE USA

Employer identification number

41-1848081

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule –

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

Special Rules –

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year..... ▶ \$ _____

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

TRANSFAIR USA DBA FAIR TRADE USA

41-1848081

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GREEN MOUNTAIN COFFEE ROASTERS FND. 33 COFFEE LANE WATERBURY, VT 05676	\$ 925,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	WALMART FOUNDATION 702 S.W. 8TH STREET BENTONVILLE, AR 72716	\$ 400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	STICHTING HET GROENE WOUDT PO BOX 139, LAREN, NL -1250 AC NETHERLANDS,	\$ 383,109.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	LEVI STRAUSS FOUNDATION 1155 BATTERY STREET SAN FRANCISCO, CA 94111	\$ 80,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	USAID AV. LA ENCALADA, CDRA 17 MONTERRICO, SURCO, PERU	\$ 260,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL, #300 MOUNTAIN VIEW, CA 94040	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

TRANSFAIR USA DBA FAIR TRADE USA

41-1848081

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	JEROME J. LOHR ----- 18755 MONTEWOOD DR. ----- SARATOGA , CA 95070 -----	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TRANSFAIR USA DBA FAIR TRADE USA	Employer identification number 41-1848081
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Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once – see instructions.) \$ N/A

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

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

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

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

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

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

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

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

**STATEMENT 1
FORM 199, PART II, LINE 7
OTHER INCOME**

PROGRAM SERVICE REVENUE..... \$ 7,010,644.
TOTAL \$ 7,010,644.

**STATEMENT 2
FORM 199, PART II, LINE 11
COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES**

CURRENT OFFICERS:

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
MICHAEL CONROY 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	CHAIRMAN 3.00	\$ 0.	\$ 0.	\$ 0.
CARLOS A. VARGAS LEITON 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	DIRECTOR 2.00	0.	0.	0.
FRANK TSAI 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	DIRECTOR 2.00	0.	0.	0.
KATY MURRAY 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	DIRECTOR 2.00	0.	0.	0.
RICK LARSON 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	DIRECTOR 2.00	0.	0.	0.
SUSAN CLARE 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	DIRECTOR 2.00	0.	0.	0.
THOMAS BULLOCK 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	DIRECTOR 2.00	0.	0.	0.
RON CORDES 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	DIRECTOR 2.00	0.	0.	0.
THERESA FAY BUSTILLOS 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	DIRECTOR 2.00	0.	0.	0.
WILLIAM ROSENWEIG 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	DIRECTOR 2.00	0.	0.	0.

STATEMENT 2 (CONTINUED)

FORM 199, PART II, LINE 11

COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

CURRENT OFFICERS:

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PAUL RICE 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	PRESIDENT 40.00	\$ 223,144.	\$ 0.	\$ 0.
TODD STARK 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	COO 40.00	165,637.	0.	0.
JOAN BRAUN 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	CFO 40.00	176,278.	0.	0.
STEVEN SCHWARTZ 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	TREASURER 40.00	99,959.	0.	0.
KENNETH BEEBY 1500 BROADWAY, SUITE 400 OAKLAND, CA 94612	SECRETARY 2.00	0.	0.	0.
TOTAL		<u>\$ 665,018.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3

FORM 199, PART II, LINE 17

OTHER EXPENSES

ACCOUNTING FEES.....	\$ 27,500.
ADVERTISING AND PROMOTION.....	129,254.
BAD DEBT EXPENSE.....	78,402.
CONFERENCES, CONVENTIONS, AND MEETINGS.....	141,197.
FLO CERTIFICATION FEES.....	86,616.
FLO MEMBERSHIP FEES.....	1,013,962.
INFORMATION TECHNOLOGY.....	109,860.
LEGAL FEES.....	16,421.
MISC. ADMINISTRATIVE.....	118,882.
OFFICE EXPENSES.....	36,163.
OTHER EMPLOYEE BENEFIT.....	367,308.
OTHER FEES.....	1,020,919.
PENSION PLAN CONTRIBUTIONS.....	95,939.
TELECOMMUNICATIONS.....	89,510.
TRAVEL.....	498,518.
TOTAL	<u>\$ 3,830,451.</u>

CLIENT 8527

TRANSFAIR USA DBA FAIR TRADE USA

41-1848081

STATEMENT 4
FORM 199, SCHEDULE L, LINE 12
OTHER ASSETS

DEPOSITS.....	50,350.
PREPAID EXPENSES AND DEFERRED CHARGES.....	145,322.
TOTAL	<u>\$ 195,672.</u>

STATEMENT 5
FORM 199, SCHEDULE L, LINE 16
BONDS AND NOTES PAYABLE

OTHER NOTES PAYABLE	BALANCE DUE
LENDER'S NAME: SISTERS OF ST. FRANCIS OF PHIL MATURITY DATE: 2/06/2011 REPAYMENT TERMS: PRINCIPAL & INTEREST DUE 2/11 INTEREST RATE: 2 PURPOSE OF LOAN: GENERAL FUNDING ORIGINAL AMOUNT: 50,000. BALANCE DUE: 50,000.	
LENDER'S NAME: SIS-IMMACULATE HEART OF MARY MATURITY DATE: 6/27/2011 REPAYMENT TERMS: PRINCIPAL & INTEREST DUE 06/11 INTEREST RATE: 2.5 PURPOSE OF LOAN: GENERAL FUNDING ORIGINAL AMOUNT: 20,000. BALANCE DUE: 20,000.	
LENDER'S NAME: IDYLL DEVELOPMENT FOUNDATION MATURITY DATE: 12/31/2009 REPAYMENT TERMS: PRINCIPAL & INTEREST DUE 12/09 INTEREST RATE: 2 PURPOSE OF LOAN: GENERAL FUNDING ORIGINAL AMOUNT: 10,000. BALANCE DUE:	
LENDER'S NAME: SIS OF CHARITY OF ST ELIZABETH MATURITY DATE: 4/15/2012 REPAYMENT TERMS: PRINCIPAL & INTEREST DUE 4/12 INTEREST RATE: 2 PURPOSE OF LOAN: GENERAL FUNDING ORIGINAL AMOUNT: 50,000. BALANCE DUE: 50,000.	
LENDER'S NAME: ST. JOSEPHS FEMALE URSULINE AC MATURITY DATE: 6/15/2011 REPAYMENT TERMS: PRINCIPAL & INTEREST DUE 6/11 INTEREST RATE: 1 PURPOSE OF LOAN: GENERAL FUNDING ORIGINAL AMOUNT: 50,000. BALANCE DUE: 50,000.	

STATEMENT 5 (CONTINUED)
FORM 199, SCHEDULE L, LINE 16
BONDS AND NOTES PAYABLE

<u>OTHER NOTES PAYABLE</u>	<u>BALANCE DUE</u>
LENDER'S NAME: SIS-CHARITY OF NEW YORK MATURITY DATE: 7/15/2010 REPAYMENT TERMS: PRINCIPAL & INTEREST DUE 7/10 INTEREST RATE: 3 PURPOSE OF LOAN: GENERAL FUNDING ORIGINAL AMOUNT: 20,000. BALANCE DUE:	20,000.
LENDER'S NAME: FORD FOUNDATION MATURITY DATE: 4/09/2015 REPAYMENT TERMS: PRINCIPAL & INTEREST DUE 4/15 INTEREST RATE: 1 PURPOSE OF LOAN: GENERAL FUNDING ORIGINAL AMOUNT: 2,000,000. BALANCE DUE:	2,000,000.
LENDER'S NAME: SISTERS OF THE HOLY NAMES MATURITY DATE: 2/01/2013 REPAYMENT TERMS: PRINCIPAL & INTEREST DUE 2/13 INTEREST RATE: 3 PURPOSE OF LOAN: GENERAL FUNDING ORIGINAL AMOUNT: 50,000. BALANCE DUE:	50,000.
LENDER'S NAME: CATHOLIC HEALTHCARE WEST MATURITY DATE: 4/19/2010 REPAYMENT TERMS: PRINCIPAL & INTEREST DUE 4/10 INTEREST RATE: 3 PURPOSE OF LOAN: GENERAL FUNDING ORIGINAL AMOUNT: 100,000. BALANCE DUE:	50,000.
LENDER'S NAME: VIVA INVESTMENTS COMPANY SA MATURITY DATE: 1/26/2015 REPAYMENT TERMS: PRINCIPAL & INTEREST DUE 1/15 INTEREST RATE: 5.51 PURPOSE OF LOAN: GENERAL FUNDING ORIGINAL AMOUNT: 1,000,000. BALANCE DUE:	1,000,000.
LENDER'S NAME: NONPROFIT FINANCE FUND MATURITY DATE: 4/01/2015 REPAYMENT TERMS: PRINCIPAL & INTEREST DUE 4/15 PURPOSE OF LOAN: GENERAL FUNDING ORIGINAL AMOUNT: 2,000,000. BALANCE DUE:	2,000,000.
TOTAL OTHER NOTES PAYABLE	\$ 5,290,000.

STATEMENT 5 (CONTINUED)
FORM 199, SCHEDULE L, LINE 16
BONDS AND NOTES PAYABLE

OTHER NOTES PAYABLE	<u>BALANCE DUE</u>
TOTAL NOTES AND BONDS PAYABLE	<u>\$ 5,290,000.</u>

STATEMENT 6
FORM 199, SCHEDULE L, LINE 18
OTHER LIABILITIES

DEFERRED LEASE INCENTIVE	192,407.
TOTAL	<u>\$ 192,407.</u>

STATEMENT 7
FORM 199, SCHEDULE M-1, LINE 7
INCOME RECORDED ON BOOKS NOT ON RETURN

UNREALIZED GAIN ON INVESTMENTS	\$ 19,087.
TOTAL	<u>\$ 19,087.</u>

IN
MAIL TO:
 Registry of Charitable Trusts
 P.O. Box 903447
 Sacramento, CA 94203-4470
 Telephone: (916) 445-2021

WEBSITE ADDRESS:
<http://ag.ca.gov/charities/>

ANNUAL REGISTRATION RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA

Sections 12586 and 12587, California Government Code
 11 Cal. Code Regs. sections 301-307, 311 and 312

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code Section 12586.1. IRS extensions will be honored.



State Charity Registration Number _____ TRANSFAIR USA DBA FAIR TRADE USA <small>Name of Organization</small> 1500 BROADWAY #400 <small>Address (Number and Street)</small> OAKLAND, CA 94612 <small>City or Town State ZIP Code</small>	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report Corporate or Organization No. <u>2158319</u> Federal Employer ID No. <u>41-1848081</u>
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ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)
 Make Check Payable to Attorney General's Registry of Charitable Trusts

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between \$100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

PART A – ACTIVITIES

For your most recent full accounting period (beginning 1/01/09 ending 12/31/09) list:
 Gross annual revenue \$ 9,775,895. Total assets \$ 6,431,994.

PART B – STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT

Note: If you answer 'yes' to any of the questions below, you must attach a separate sheet providing an explanation and details for each 'yes' response. Please review RRF-1 instructions for information required.

	Yes	No
1 During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2 During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3 During this reporting period, did non-program expenditures exceed 50% of gross revenues?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If 'yes,' provide an attachment listing the name, address, and telephone number of the service provider.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 During this reporting period, did the organization hold a raffle for charitable purposes? If 'yes,' provide an attachment indicating the number of raffles and the date(s) they occurred.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Does the organization conduct a vehicle donation program? If 'yes,' provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9 Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Organization's area code and telephone number 510-663-5260

Organization's e-mail address _____

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

Signature of authorized officer _____ Printed Name _____ Title _____ Date _____