

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE GENTLE BARN FOUNDATION		D Employer identification number 95-4776451
	Doing Business As		E Telephone number 661-252-2440
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 1,792,878.
	15825 SIERRA HIGHWAY		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or province, country, and ZIP or foreign postal code SANTA CLARITA, CA 91390		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: ALEC PEDERSEN 15825 SIERRA HIGHWAY, SANTA CLARITA, CA 913		H(c) Group exemption number ▶	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ HTTP://WWW.GENTLEBARN.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: 1999
M State of legal domicile: CA			

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO BRING CHILDREN AND ANIMALS TOGETHER IN A NATURAL ENVIRONMENT FOR THE PURPOSE OF HELPING		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	6
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	20
	6 Total number of volunteers (estimate if necessary)	6	35
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-12.
b Net unrelated business taxable income from Form 990-T, line 34	7b	2,680.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	1,538,998.	1,531,013.
	9 Program service revenue (Part VIII, line 2g)	53,074.	207,661.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	26.	28.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	494.	3,680.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,592,592.	1,742,382.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,850.
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		477,311.	615,375.
16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 207,615.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		1,105,132.	1,164,690.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,584,293.	1,780,065.	
19 Revenue less expenses. Subtract line 18 from line 12	8,299.	-37,683.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 1,553,649.	End of Year 1,621,527.
	21 Total liabilities (Part X, line 26)	52,181.	157,742.
	22 Net assets or fund balances. Subtract line 21 from line 20	1,501,468.	1,463,785.

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			
	MARC HERNANDEZ, DIRECTOR Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name GUSTAVO MOSSE, CPA	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00110489
	Firm's name ▶ LEVY, MOSSE & CO.	Firm's EIN ▶ 95-4831153			
	Firm's address ▶ 11400 W OLYMPIC BLVD #330 LOS ANGELES, CA 90064-1550	Phone no. (310) 473-2773			

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

TO RESCUE, REHABILITATE AND GIVE SANCTUARY TO ABUSED ANIMALS. THROUGH THE INTERACTION WITH OUR ANIMALS, PEOPLE LEARN REVERENCE FOR ALL LIFE.

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

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

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

4a (Code:) (Expenses \$ 1,017,207. including grants of \$) (Revenue \$ 211,353.) EDUCATIONAL PROGRAMS WERE DESIGNED TO FOSTER IN CHILDREN A SENSE OF RESPECT AND RESPONSIBILITY TOWARDS ANIMALS AND EACH OTHER.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 1,017,207.

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 <i>Schedule B, Schedule of Contributors</i> ?	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, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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, for escrow or custodial account liability; 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 temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII 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
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</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
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	X	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
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 (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form body containing questions 1a through 14b with input fields and Yes/No columns.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17 List the states with which a copy of this Form 990 is required to be filed CA; 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. Own website, Another's website, [X] Upon request, Other (explain in Schedule O); 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.; 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: THE ORGANIZATION - 661-252-2440 15825 SIERRA HIGHWAY, SANTA CLARITA, CA 91390

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Yael Laks CHAIR OF THE BOARD & DIRECTOR	40.00	X		X				74,455.	0.	0.
(2) Martin Buonora DIRECTOR	5.00	X						0.	0.	0.
(3) Michael Kaliski DIRECTOR	5.00	X						0.	0.	0.
(4) Marc Hernandez TREASURER & DIRECTOR	10.00	X		X				0.	0.	0.
(5) Alec Pedersen DIRECTOR	10.00	X						0.	0.	0.
(6) Ellen Goldsmith-Pereg SECRETARY & DIRECTOR	10.00	X		X				0.	0.	0.
(7) Jay Weiner DIRECTOR	40.00	X						37,227.	0.	0.
(8) Joe Seoane DIRECTOR	5.00	X						12,500.	0.	0.
(9) Tracy Torne DIRECTOR	5.00	X						0.	0.	0.
(10) Robin Torne DIRECTOR	5.00	X						0.	0.	0.
(11) Jo Ann Hilton DIRECTOR	5.00	X						0.	0.	0.

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514		
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,531,013.				
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f		1,531,013.				
	Program Service Revenue	2 a		Business Code				
b								
c								
d								
e								
f		All other program service revenue	611710	207,661.	207,661.			
g		Total. Add lines 2a-2f		207,661.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		28.			28.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real	(ii) Personal				
		Less: rental expenses						
		Rental income or (loss)						
		Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		Less: cost or other basis and sales expenses						
		Gain or (loss)						
		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					
		Less: direct expenses	b					
		Net income or (loss) from fundraising events						
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
Less: direct expenses		b						
Net income or (loss) from gaming activities								
10 a	Gross sales of inventory, less returns and allowances	a	54,188.					
	Less: cost of goods sold	b	50,496.					
	Net income or (loss) from sales of inventory		3,692.	3,692.				
Miscellaneous Revenue			Business Code					
11 a	INVESTMENT IN LLC	900099	-12.		-12.			
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d		-12.					
12	Total revenue. See instructions.		1,742,382.	211,353.	-12.	28.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	111,682.	78,178.	18,614.	14,890.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	12,500.	12,500.		
7 Other salaries and wages	413,297.	226,871.	148,984.	37,442.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	77,896.	45,263.	24,868.	7,765.
11 Fees for services (non-employees):				
a Management				
b Legal	164,209.		164,209.	
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	121,338.	109,204.	12,134.	
12 Advertising and promotion	122,817.			122,817.
13 Office expenses	79,976.	39,988.	39,988.	
14 Information technology				
15 Royalties				
16 Occupancy	66,000.	52,800.	13,200.	
17 Travel	36,820.		18,410.	18,410.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	36,141.	25,299.	10,842.	
23 Insurance	54,687.		54,687.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a ANIMAL CARE	281,795.	281,795.		
b UTILITIES	67,172.	53,738.	13,434.	
c OTHER	33,236.	23,265.	9,971.	
d TELEPHONE	31,392.	25,115.	6,277.	
e All other expenses	69,107.	43,191.	19,625.	6,291.
25 Total functional expenses. Add lines 1 through 24e	1,780,065.	1,017,207.	555,243.	207,615.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	103,385.	1	98,749.	
	2 Savings and temporary cash investments	3,555.	2	46,913.	
	3 Pledges and grants receivable, net		3		
	4 Accounts receivable, net		4		
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	15,485.	5	15,485.	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges		9		
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,660,608.			
	b Less: accumulated depreciation	10b 224,491.	1,428,149.	10c	1,436,117.
	11 Investments - publicly traded securities		11		
	12 Investments - other securities. See Part IV, line 11		12	23,738.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	3,075.	15	525.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,553,649.	16	1,621,527.		
Liabilities	17 Accounts payable and accrued expenses	51,196.	17	151,434.	
	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 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	985.	25	6,308.	
	26 Total liabilities. Add lines 17 through 25	52,181.	26	157,742.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	1,471,468.	27	1,463,785.	
	28 Temporarily restricted net assets	30,000.	28	0.	
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	1,501,468.	33	1,463,785.		
34 Total liabilities and net assets/fund balances	1,553,649.	34	1,621,527.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,742,382.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,780,065.
3	Revenue less expenses. Subtract line 2 from line 1	3	-37,683.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,501,468.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,463,785.

Part XII Financial Statements and Reporting

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

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

Form 990 (2013)

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.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization **THE GENTLE BARN FOUNDATION** Employer identification number **95-4776451**

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

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
- h Provide the following information about the supported organization(s).

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	641,207.	1112280.	1214556.	1536478.	1531013.	6035534.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	641,207.	1112280.	1214556.	1536478.	1531013.	6035534.
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)						908,080.
6 Public support. Subtract line 5 from line 4.						5127454.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	641,207.	1112280.	1214556.	1536478.	1531013.	6035534.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,537.	71.	209.	26.	28.	2,871.
9 Net income from unrelated business activities, whether or not the business is regularly carried on			28,416.	494.	3,680.	32,590.
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						6070995.
12 Gross receipts from related activities, etc. (see instructions)					12	323,830.
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	84.46	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	80.32	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2013. 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	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

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

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

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

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

Multiple horizontal lines for supplemental information.

COPY

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2013

Name of the organization

THE GENTLE BARN FOUNDATION

Employer identification number

95-4776451

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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

Name of organization THE GENTLE BARN FOUNDATION	Employer identification number 95-4776451
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DEANIE RUST 2325 E. MCKINLEY AVE FRESNO, CA 93703	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	OM FOUNDATION LIMITED PACIFIC BUILDING, D-92, SECTOR - 63 NOIDA UP, INDIA	\$ 140,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	HD LEVIN & ABELSON CO TRUSTEES 131 S. DEARBORN STREET, STE 2400 GREENVILLE, IL 60603	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	JANET CLARK 4543 N. LOCKWOOD AVE TOLEDO, OH 43612	\$ 11,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	HELEN ROSBURG 9004 CHATEAU DU SOLEIL LANE ODESSA, FL 33557	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	PETCO MARKETING & MERCHANDISING CO PO BOX 780509 SAN ANTONIO, TX 78245	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE GENTLE BARN FOUNDATION	Employer identification number 95-4776451
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	JAMES R DOUGHERTY JR. FOUNDATION PO BOX 640 BEEVILLE, TX 78104	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	EDWINA THOMPSON TRUST 515 FLOWER ST, 28TH FL LOS ANGELES, CA 90071	\$ 218,268.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	THE RAZI FAMILY TRUST 12735 SAN VICENTE BLVD LOS ANGELES, CA 90049	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE GENTLE BARN FOUNDATION	Employer identification number 95-4776451
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization THE GENTLE BARN FOUNDATION	Employer identification number 95-4776451
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(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, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization THE GENTLE BARN FOUNDATION Employer identification number 95-4776451

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: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor advisement.

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

Form for Part II Conservation Easements. Includes checkboxes for purposes of easements, a table for 'Held at the End of the Tax Year' with rows 2a-2d, and various questions about monitoring and reporting.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting works of art and assets, and amounts required to be reported.

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

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

(check all that apply):

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

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

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

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

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

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

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

	(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 current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment %
- b Permanent endowment %
- c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

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

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,255,823.		1,255,823.
b Buildings		35,000.	8,276.	26,724.
c Leasehold improvements		105,689.	49,017.	56,672.
d Equipment				
e Other		264,096.	167,198.	96,898.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,436,117.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) SALES TAXES PAYABLE	2,684.
(3) CREDIT CARDS PAYABLE	3,624.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	6,308.

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

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include line numbers and descriptions. Includes a large 'COPY' watermark.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include line numbers and descriptions. Includes a large 'COPY' watermark.

Part XIII Supplemental Information.

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, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Multiple horizontal lines provided for entering supplemental information.

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Yael Laks	CHAIR OF THE BOARD	66,000.			X
Jay Weiner	FAMILY MEMBER OF A	0.			X

Part V Supplemental Information

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

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: JAY WEINER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FAMILY MEMBER OF A DIRECTOR

SCHEDULE L, PART II AND PART IV:

IN FEBRUARY 2014, AN INDEPENDENT COMMITTEE OF THE BOARD RECEIVED AN APPRAISAL THAT ESTIMATED THE 2013 FAIR RENTAL VALUE OF PROPERTY BEING RENTED BY THE ORGANIZATION FROM Yael Laks, THE CHAIR OF THE BOARD DURING 2013, AS \$2,725 PER MONTH FOR TOTAL ANNUAL RENT OF \$32,700. DURING 2013, PURSUANT TO A PRE-EXISTING ARRANGEMENT, THE ORGANIZATION PAID MS. Laks \$66,000 IN RENT. IN ADDITION, \$15,485 IN PREPAID RENT WAS OWED TO THE ORGANIZATION BY MS. Laks AT THE END OF 2013. MS. Laks DOES NOT AGREE WITH THE APPRAISED VALUE OF THE PROPERTY RENTED TO THE ORGANIZATION, AND BELIEVES ALSO THAT THERE SHOULD BE AN OFFSET BASED ON THE ORGANIZATION'S USE OF HER PERSONAL RESIDENCE ALSO LOCATED ON THE PROPERTY. THE PARTIES ARE CONTINUING TO NEGOTIATE THE APPROPRIATE AMOUNT OF RENT PAYABLE TO MS. Laks.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

THE GENTLE BARN FOUNDATION

Employer identification number

95-4776451

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CHILDREN TO LEARN THE CONCEPTS OF NONVIOLENCE, UNCONDITIONAL LOVE, AND
TO GAIN A SENSE OF RESPONSIBILITY TOWARDS ANIMALS, EACH OTHER AND THE
EARTH. TO PROVIDE A SAFE HAVEN FOR NEGLECTED, ABUSED AND UNWANTED
ANIMALS.

FORM 990, PART VI, SECTION A, LINE 2:

EXPLANATION: THE FOLLOWING BOARD OF DIRECTORS WERE HUSBAND AND WIFE DURING
2013.

1. ROBIN AND TRACY TORME
2. YAEL LAKS AND JAY WEINER

FORM 990, PART VI, SECTION A, LINE 4:

EXPLANATION: SIGNIFICANT CHANGES TO THE BYLAWS WERE ADOPTED AS FOLLOWS:

1. THE MEMBERS OF THE CORPORATION WERE ELIMINATED.
2. THE NUMBER OF AUTHORIZED DIRECTORS WAS CHANGED FROM NINE TO A RANGE OF FIVE TO NINE WITH ACTUAL NUMBERS SET BY THE BOARD OF DIRECTORS.
3. THE SELECTION OF THE DIRECTORS WAS CHANGED FROM THE DIRECTORS BEING ELECTED BY THE MEMBERS TO BEING ELECTED BY THE BOARD OF DIRECTORS.
4. THE BOARD OF DIRECTORS WAS GIVEN THE AUTHORITY TO REMOVE A DIRECTOR FOR FAILING TO MAKE THREE CONSECUTIVE BOARD MEETINGS.
5. A MAJORITY OF THE DIRECTORS THEN IN OFFICE MUST APPROVE CERTAIN MAJOR DECISIONS OF THE BOARD OF DIRECTORS, INCLUDING (A) AMENDING OR REPEALING THE ARTICLES OF INCORPORATION AND THE BYLAWS, (B) DISSOLVING OF THE

Name of the organization THE GENTLE BARN FOUNDATION	Employer identification number 95-4776451
---	---

ORGANIZATION AND WINDING UP OF BUSINESS OR ANY SALE, LEASE, CONVEYANCE, EXCHANGE, TRANSFER OR OTHER DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF THE ASSETS, AND (C) APPROVING ANY SELF-DEALING UNDER STATE LAW.

6. THE APPROVAL OF AMENDMENTS TO THE BYLAWS WAS CHANGED FROM REQUIRING THE APPROVAL OF THE MEMBERS TO REQUIRING APPROVAL OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE.

FORM 990, PART VI, SECTION A, LINE 8A:

EXPLANATION: MINUTES WERE PREPARED FOR MOST, BUT NOT ALL, MEETINGS OF BOARD AND COMMITTEES.

FORM 990, PART VI, SECTION A, LINE 8B:

EXPLANATION: MINUTES WERE PREPARED FOR MOST, BUT NOT ALL, MEETINGS OF BOARD AND COMMITTEES.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE BOARD OF DIRECTORS IS PROVIDED A COPY OF THE RETURN FOR REVIEW PRIOR TO FILING.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: DOCUMENTS ARE MADE AVAILABLE UPON REQUEST.

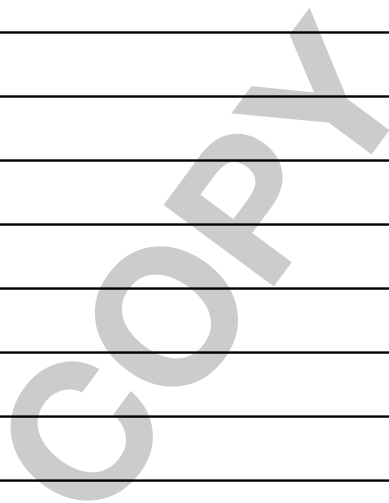
FORM 990, PART IV, LINE 25A:

EXPLANATION: IN FEBRUARY 2014, AN INDEPENDENT COMMITTEE OF THE BOARD RECEIVED AN APPRAISAL THAT ESTIMATED THE 2013 FAIR RENTAL VALUE OF PROPERTY BEING RENTED BY THE ORGANIZATION FROM YAEL LAKS, THE CHAIR OF THE BOARD DURING 2013, AS \$2,725 PER MONTH FOR TOTAL ANNUAL RENT OF \$32,700. DURING 2013, PURSUANT TO A PRE-EXISTING ARRANGEMENT, THE

Name of the organization
THE GENTLE BARN FOUNDATION

Employer identification number
95-4776451

ORGANIZATION PAID MS. LAKS \$66,000 IN RENT. IN ADDITION, \$15,485 IN PREPAID RENT WAS OWED TO THE ORGANIZATION BY MS. LAKS AT THE END OF 2013. MS. LAKS DOES NOT AGREE WITH THE APPRAISED VALUE OF THE PROPERTY RENTED TO THE ORGANIZATION, AND BELIEVES ALSO THAT THERE SHOULD BE AN OFFSET BASED ON THE ORGANIZATION'S USE OF HER PERSONAL RESIDENCE ALSO LOCATED ON THE PROPERTY. THE PARTIES ARE CONTINUING TO NEGOTIATE THE APPROPRIATE AMOUNT OF RENT PAYABLE TO MS. LAKS.



Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2013

Open to Public Inspection for 501(c)(3) Organizations Only

For calendar year 2013 or other tax year beginning , and ending

Information about Form 990-T and its instructions is available at www.irs.gov/form990t.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Department of the Treasury Internal Revenue Service

Header section containing organization name (THE GENTLE BARN FOUNDATION), address (15825 SIERRA HIGHWAY, SANTA CLARITA, CA 91390), and identification numbers.

Section C: Book value of all assets at end of year (1,621,526) and Group exemption number.

Section H: Describe the organization's primary unrelated business activity (SEE STATEMENT 1).

Section I: During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? (No)

Section J: The books are in care of (THE ORGANIZATION) Telephone number (661-252-2440)

Table with 4 columns: Part I Unrelated Trade or Business Income, (A) Income, (B) Expenses, (C) Net. Rows include Gross receipts or sales (54,188), Total (3,680).

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)

Table with 4 columns: Line number, Description, Sub-column, Total. Rows include Compensation of officers, directors, and trustees (0), Total deductions (0), Unrelated business taxable income before net operating loss deduction (3,680), and Unrelated business taxable income (2,680).

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and: a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____ b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____ c Income tax on the amount on line 34	35c	402.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	36	
37 Proxy tax. See instructions	37	
38 Alternative minimum tax	38	
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies	39	402.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a	
b Other credits (see instructions)	40b	
c General business credit. Attach Form 3800	40c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d	
e Total credits. Add lines 40a through 40d	40e	
41 Subtract line 40e from line 39	41	402.
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	42	
43 Total tax. Add lines 41 and 42	43	402.
44a Payments: A 2012 overpayment credited to 2013	44a	
b 2013 estimated tax payments	44b	
c Tax deposited with Form 8868	44c	1,700.
d Foreign organizations: Tax paid or withheld at source (see instructions)	44d	
e Backup withholding (see instructions)	44e	
f Credit for small employer health insurance premiums (Attach Form 8941)	44f	
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total	44g	
45 Total payments. Add lines 44a through 44g	45	1,700.
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	46	
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47	
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48	1,298.
49 Enter the amount of line 48 you want: Credited to 2014 estimated tax 1,298. Refunded 0.	49	

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2013 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes	No
		X
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$		

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **N/A**

1 Inventory at beginning of year	1	0.	6 Inventory at end of year	6	0.
2 Purchases	2	50,496.	7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	50,496.
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (att. schedule)	4a				X
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5	50,496.			

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.

Sign Here
 Signature of officer _____ Date _____ **DIRECTOR**
 Title _____
 May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only
 Print/Type preparer's name: **GUSTAVO MOSSE, CPA**
 Preparer's signature: _____ Date: _____
 Check if self-employed PTIN: **P00110489**
 Firm's name: **LEVY, MOSSE & CO.** Firm's EIN: **95-4831153**
 11400 W OLYMPIC BLVD #330
 Firm's address: **LOS ANGELES, CA 90064-1550** Phone no. **(310) 473-2773**

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued		
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ...
		0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			0.	0.
Total dividends-received deductions included in column 8			0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
Totals			0.	0.	

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT	1
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SALE OF LOGO PRODUCTS AND GOODS
 INVESTMENT IN UNITY FILM PARTNERS LLC

TO FORM 990-T, PAGE 1

FORM 990-T	INCOME (LOSS) FROM PARTNERSHIPS AND S CORPORATIONS	STATEMENT	2
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DESCRIPTION	AMOUNT
UNITY FILM PARTNERS LLC	-12.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	-12.

COPY

Depreciation and Amortization 990 (Including Information on Listed Property)

Department of the Treasury Internal Revenue Service (99)

See separate instructions. Attach to your tax return.

Attachment Sequence No. 179

Name(s) shown on return

Business or activity to which this form relates

Identifying number

THE GENTLE BARN FOUNDATION

FORM 990 PAGE 10

95-4776451

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

Table with 5 columns: Line number, Description, and Amount. Includes lines 1-13 for Section 179 election details.

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

Table with 3 columns: Line number, Description, and Amount. Includes lines 14-16 for special depreciation allowance.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

Table with 3 columns: Line number, Description, and Amount. Includes lines 17-18 for MACRS deductions.

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

Table with 7 columns: Classification of property, Month and year placed in service, Basis for depreciation, Recovery period, Convention, Method, and Depreciation deduction. Includes rows 19a-g for general depreciation system.

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

Table with 7 columns: Class life, Month and year placed in service, Basis for depreciation, Recovery period, Convention, Method, and Depreciation deduction. Includes rows 20a-c for alternative depreciation system.

Part IV Summary (See instructions.)

Table with 3 columns: Line number, Description, and Amount. Includes lines 21-23 for summary totals.

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use 25

26 Property used more than 50% in a qualified business use: Table with 9 columns for percentage and cost

27 Property used 50% or less in a qualified business use: Table with 9 columns for percentage and cost

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with 6 main columns: (a) Vehicle, (b) Vehicle, (c) Vehicle, (d) Vehicle, (e) Vehicle, (f) Vehicle. Includes rows 30-36 for miles driven and availability questions.

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

Table for Section C with 2 columns: Yes, No. Includes rows 37-41 for policy and use questions.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table for Part VI with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year

42 Amortization of costs that begins during your 2013 tax year: Table with 6 columns for cost, date, amount, code, period, and amortization

43 Amortization of costs that began before your 2013 tax year 43

44 Total. Add amounts in column (f). See the instructions for where to report 44

California Exempt Organization
Annual Information Return

Calendar Year 2013 or fiscal year beginning (mm/dd/yyyy) , and ending (mm/dd/yyyy)

Corporation/Organization Name THE GENTLE BARN FOUNDATION		California corporation number 2205307
Address (suite, room, or PMB no.) 15825 SIERRA HIGHWAY		FEIN 95-4776451
City SANTA CLARITA	State CA	ZIP Code 91390

<p>A First Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>B Amended Information Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C IRC Section 4947(a)(1) trust <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>D Final Information Return? <input type="checkbox"/> Dissolved <input type="checkbox"/> Surrendered (Withdrawn) <input type="checkbox"/> Merged/Reorganized Enter date: (mm/dd/yyyy) _____</p> <p>E Check accounting method: (1) <input type="checkbox"/> Cash (2) <input checked="" type="checkbox"/> Accrual (3) <input type="checkbox"/> Other</p> <p>F Federal return filed? (1) <input checked="" type="checkbox"/> 990T (2) <input type="checkbox"/> 990 PF (3) <input type="checkbox"/> Sch H (990)</p> <p>G Is this a group filing for the subordinates/affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach a roster. See instructions</p> <p>H Is this organization in a group exemption? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," what is the parent's name? _____</p> <p>I 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," explain, and attach copies of revised documents.</p>	<p>J 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," complete and attach form FTB 3509.</p> <p>K Is the organization exempt under R&TC Section 23701g? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," enter the gross receipts from nonmember sources \$ _____</p> <p>L 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. No filing fee is required. <input type="checkbox"/></p> <p>M Is the organization a Limited Liability Company? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N Did the organization file Form 100 or Form 109 to report taxable income? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>O Is the organization under audit by the IRS or has the IRS audited in a prior year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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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	54,204.00
	2 Gross dues and assessments from members and affiliates	2	00
	3 Gross contributions, gifts, grants, and similar amounts received STMT 1	3	1,531,013.00
	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 \$50,000, see General Instruction B	4	1,585,217.00
	5 Cost of goods sold STMT 2	5	50,496.00
	6 Cost or other basis, and sales expenses of assets sold	6	00
	7 Total costs. Add line 5 and line 6	7	50,496.00
	8 Total gross income. Subtract line 7 from line 4	8	1,534,721.00
Expenses	9 Total expenses and disbursements. From Side 2, Part II, line 18	9	1,745,064.00
	10 Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	10	-210,343.00
Filing Fee	11 Filing fee \$10 or \$25. See General Instruction F	11	10.00
	12 Total payments	12	00
	13 Penalties and Interest. See General Instruction J	13	00
	14 Use tax. See General Instruction K	14	00
	15 Balance due. Add line 11, line 13, and line 14. Then subtract line 12 from the result	15	10.00

Sign Here	Signature of officer	Title DIRECTOR	Date	Telephone
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00110489
Paid Preparer's Use Only	Firm's name (or yours, if self-employed) and address LEVY, MOSSE & CO. 11400 W OLYMPIC BLVD #330 LOS ANGELES, CA 90064-1550			FEIN 95-4831153
	May the FTB discuss this return with the preparer shown above? See instructions <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			Telephone (310) 473-2773

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.

328951 11-14-13

Receipts from Other Sources Expenses and Disbursements	1	Gross sales or receipts from all business activities. See instructions	•	1	54,188.00
	2	Interest	•	2	28.00
	3	Dividends	•	3	00
	4	Gross rents	•	4	00
	5	Gross royalties	•	5	00
	6	Gross amount received from sale of assets (See Instructions)	•	6	00
	7	Other income	•	7	-12.00
	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	54,204.00
	9	Contributions, gifts, grants, and similar amounts paid	•	9	00
	10	Disbursements to or for members	•	10	00
	11	Compensation of officers, directors, and trustees	•	11	74,455.00
	12	Other salaries and wages	•	12	425,797.00
	13	Interest	•	13	00
	14	Taxes	•	14	77,896.00
	15	Rents	•	15	66,000.00
	16	Depreciation and depletion (See instructions)	•	16	38,367.00
	17	Other Expenses and Disbursements	•	17	1,062,549.00
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	•	18	1,745,064.00

Schedule L Balance Sheets		Beginning of taxable year		End of taxable year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		106,940.		145,662.
2	Net accounts receivable				
3	Net notes receivable STMT 6		15,485.		15,485.
4	Inventories				
5	Federal and state government obligations				
6	Investments in other bonds				
7	Investments in stock				
8	Mortgage loans				
9	Other investments STMT 7				23,738.
10	a Depreciable assets	360,676.		404,785.	
	b Less accumulated depreciation	(188,350.)	172,326.	(224,491.)	180,294.
11	Land		1,255,823.		1,255,823.
12	Other assets STMT 8		3,075.		525.
13	Total assets		1,553,649.		1,621,527.
Liabilities and net worth					
14	Accounts payable		51,196.		151,434.
15	Contributions, gifts, or grants payable				
16	Bonds and notes payable				
17	Mortgages payable				
18	Other liabilities STMT 9		985.		6,308.
19	Capital stock or principle fund				
20	Paid-in or capital surplus. Attach reconciliation				
21	Retained earnings or income fund		1,501,468.		1,463,785.
22	Total liabilities and net worth		1,553,649.		1,621,527.

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 \$50,000.			
1	Net income per books	•	-208,117.
2	Federal income tax	•	
3	Excess of capital losses over capital gains	•	
4	Income not recorded on books this year	•	
5	Expenses recorded on books this year not deducted in this return	•	
6	Total. Add line 1 through line 5	•	-208,117.
7	Income recorded on books this year not included in this return.	•	
8	Deductions in this return not charged against book income this year STMT 10	•	2,226.
9	Total. Add line 7 and line 8	•	2,226.
10	Net income per return. Subtract line 9 from line 6	•	-210,343.

FORM 199 CASH CONTRIBUTIONS OF \$5000 OR MORE STATEMENT 1
 INCLUDED ON PART I, LINE 3

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS	DATE OF GIFT	AMOUNT
DEANIE RUST	2325 E. MCKINLEY AVE FRESNO, CA 93703	01/08/13	20,000.
OM FOUNDATION LIMITED	PACIFIC BUILDING, D-92, SECTOR - 63 NOIDA UP INDIA	07/30/13	140,000.
HD LEVIN & ABELSON CO TRUSTEES	131 S. DEARBORN STREET, STE 2400 GREENVILLE, IL 60603	01/22/13	10,000.
JANET CLARK	4543 N. LOCKWOOD AVE TOLEDO, OH 43612	01/16/13	11,000.
HELEN ROSBURG	9004 CHATEAU DU SOLEIL LANE ODESSA, FL 33557	04/23/13	20,000.
PETCO MARKETING & MERCHANDISING CO	PO BOX 780509 SAN ANTONIO, TX 78245	02/28/13	50,000.
JAMES R DOUGHERTY JR. FOUNDATION	PO BOX 640 BEEVILLE, TX 78104	06/20/13	10,000.
EDWINA THOMPSON TRUST	515 FLOWER ST, 28TH FL LOS ANGELES, CA 90071	08/08/13	218,268.
THE RAZI FAMILY TRUST	12735 SAN VICENTE BLVD LOS ANGELES, CA 90049	10/17/13	25,000.
TOTAL INCLUDED ON LINE 3			504,268.

FORM 199

COST OF GOODS SOLD
INCLUDED ON PART I, LINE 5

STATEMENT 2

COST OF GOODS SOLD

1.	INVENTORY AT BEGINNING OF YEAR		
2.	MERCHANDISE PURCHASED.		
3.	COST OF LABOR.		
4.	MATERIALS AND SUPPLIES	50,496	
5.	OTHER COSTS.		
6.	ADD LINES 1 THROUGH 5		50,496
7.	INVENTORY AT END OF YEAR		
8.	COST OF GOODS SOLD (LINE 6 LESS LINE 7) . .		50,496

COPY

FORM 199	OTHER INCOME	STATEMENT	3
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DESCRIPTION	AMOUNT
INVESTMENT IN LLC	-12.
TOTAL TO FORM 199, PART II, LINE 7	-12.

FORM 199	COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES	STATEMENT	4
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NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
Yael Laks 15825 SIERRA HIGHWAY SANTA CLARITA, CA 91390	CHAIR OF THE BOARD & DIREC 40.00	74,455.
Martin Buonora 15825 SIERRA HIGHWAY SANTA CLARITA, CA 91390	DIRECTOR 5.00	0.
Michael Kaliski 15825 SIERRA HIGHWAY SANTA CLARITA, CA 91390	DIRECTOR 5.00	0.
Marc Hernandez 15825 SIERRA HIGHWAY SANTA CLARITA, CA 91390	TREASURER & DIRECTOR 10.00	0.
Alec Pedersen 15825 SIERRA HIGHWAY SANTA CLARITA, CA 91390	DIRECTOR 10.00	0.
Ellen Goldsmith-Pereg 15825 SIERRA HIGHWAY SANTA CLARITA, CA 91390	SECRETARY & DIRECTOR 10.00	0.
Jay Weiner 15825 SIERRA HIGHWAY SANTA CLARITA, CA 91390	DIRECTOR 40.00	0.
Joe Seoane 15825 SIERRA HIGHWAY SANTA CLARITA, CA 91390	DIRECTOR 5.00	0.

TRACY TORME 15825 SIERRA HIGHWAY SANTA CLARITA, CA 91390	DIRECTOR 5.00	0.
ROBIN TORME 15825 SIERRA HIGHWAY SANTA CLARITA, CA 91390	DIRECTOR 5.00	0.
JO ANN HILTON 15825 SIERRA HIGHWAY SANTA CLARITA, CA 91390	DIRECTOR 5.00	0.
TOTAL TO FORM 199, PART II, LINE 11		<u>74,455.</u>

FORM 199	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	AMOUNT
ANIMAL CARE	281,795.
UTILITIES	67,172.
OTHER	33,236.
TELEPHONE	31,392.
LEGAL FEES	164,209.
OTHER PROFESSIONAL FEES	121,338.
ADVERTISING AND PROMOTION	122,817.
OFFICE EXPENSES	79,976.
TRAVEL	36,820.
INSURANCE	54,687.
ALL OTHER EXPENSES	69,107.
TOTAL TO FORM 199, PART II, LINE 17	<u>1,062,549.</u>

FORM 199	NET NOTES RECEIVABLE	STATEMENT	6
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
LOANS TO OFFICERS, DIRECTORS, TRUSTEES AND OTHER KEY EMPLOYEES	15,485.	15,485.
TOTAL TO FORM 199, SCHEDULE L, LINE 3	<u>15,485.</u>	<u>15,485.</u>

FORM 199	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
INVESTMENT IN LLC	0.	23,738.
TOTAL TO FORM 199, SCHEDULE L, LINE 9	0.	23,738.

FORM 199	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
EMPLOYEE ADVANCES	3,075.	525.
TOTAL TO FORM 199, SCHEDULE L, LINE 12	3,075.	525.

FORM 199	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
SALES TAXES PAYABLE	985.	2,684.
CREDIT CARDS PAYABLE	0.	3,624.
TOTAL TO FORM 199, SCHEDULE L, LINE 18	985.	6,308.

FORM 199	DEDUCTIONS IN THIS RETURN NOT CHARGED AGAINST BOOK INCOME THIS YEAR	STATEMENT	10
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DESCRIPTION	AMOUNT
DEPRECIATION	2,226.
TOTAL TO FORM 199, SCHEDULE M-1, LINE 8	2,226.

Corporation Depreciation and Amortization

Attach to Form 100 or Form 100W.

FORM 199

FEIN 95-4776451

Corporation name

California corporation number

THE GENTLE BARN FOUNDATION

2205307

Part I Election To Expense Certain Property Under IRC Section 179

1	Maximum deduction under IRC Section 179 for California	1	\$25,000
2	Total cost of IRC Section 179 property placed in service	2	
3	Threshold cost of IRC Section 179 property before reduction in limitation	3	\$200,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for taxable year. Subtract line 4 from line 1. If zero or less, enter -0-	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property (elected IRC Section 179 cost)	7	
8	Total elected cost of IRC Section 179 property. Add amounts in column (c), line 6 and line 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from prior taxable years	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	IRC Section 179 expense deduction. Add line 9 and line 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add line 9 and line 10, less line 12	13	

Part II Depreciation and Election of Additional First Year Expense Deduction Under R&TC Section 24356

(a) Description property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Depreciation allowed or allowable in earlier years	(e) Depreciation Method	(f) Life or rate	(g) Depreciation for this year	(h) Additional first year depreciation
14							
SEE STATEMENT	11	1,635,608.	155,053.				
15	Add the amounts in column (g) and column (h). The total of column (h) may not exceed \$2,000. See instructions for line 14, column (h)					15	38,367.

Part III Summary

16	Total: If the corporation is electing: IRC Section 179 expense, add the amount on line 12 and line 15, column (g); or Additional first year depreciation under R&TC Section 24356, add the amounts on line 15, columns (g) and (h), or Depreciation (if no election is made), enter the amount from line 15, column (g)	16	38,367.
17	Total depreciation claimed for federal purposes from federal Form 4562, line 22	17	36,141.
18	Depreciation adjustment. If line 17 is greater than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 17 is less than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 12. (If California depreciation amounts are used to determine net income before state adjustments on Form 100 or Form 100W, no adjustment is necessary.)	18	2,226.

Part IV Amortization

(a) Description of property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Amortization allowed or allowable in earlier years	(e) R&TC section (see instructions)	(f) Period or percentage	(g) Amortization for this year	
19							
20	Total. Add the amounts in column (g)					20	
21	Total amortization claimed for federal purposes from federal Form 4562, line 44					21	
22	Amortization adjustment. If line 21 is greater than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 21 is less than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 12					22	

CA 3885		DEPRECIATION				STATEMENT 11	
ASSET NO./ DESCRIPTION	DATE IN SERVICE	COST OR BASIS	PRIOR DEPR	METHOD	LIFE	DEPRE- CIATION	BONUS
1 CAMPER	12/01/04	3,800.	3,499.	200DB	5.00	301.	
2 BARN	03/01/04	10,000.	2,262.	SL	39.00	256.	
3 EQUIPMENT	11/08/05	1,500.	1,377.	200DB	5.00	123.	
4 EQUIPMENT	06/30/07	2,565.	2,352.	200DB	5.00	213.	
5 VEHICLE	05/27/09	51,000.	42,554.	200DB	5.00	3,378.	
6 TELEPHONE	09/30/09	8,014.	6,456.	200DB	5.00	623.	
7 LAND IMPROVEMENTS	06/30/09	52,974.	16,287.	150DB	15.00	3,669.	
8 TRAILER	06/30/09	36,689.	30,349.	200DB	5.00	2,536.	
9 VEHICLE	09/24/09	17,070.	13,751.	200DB	5.00	1,328.	
10 LAND	06/30/09	1,255,823.		L		0.	
11 LAND IMPROVEMENTS	06/03/10	17,178.	4,076.	150DB	15.00	1,310.	
12 LAND IMPROVEMENTS	06/30/11	4,423.	641.	150DB	15.00	378.	
13 TELEPHONE SYSTEM	06/30/11	1,411.	734.	200DB	5.00	271.	
14 VEHICLE	08/17/11	3,500.	1,680.	200DB	5.00	728.	
15 CORRAL	06/30/11	17,114.	1,877.	150DB	20.00	1,143.	
16 COMPUTER SYSTEM	09/06/11	29,797.	14,303.	200DB	5.00	6,198.	
17 LAND IMPROVEMENTS	06/30/11	14,000.	2,030.	150DB	15.00	1,197.	
18 TRUCK AND TRAILER	06/30/11	8,000.	3,200.	200DB	5.00	1,920.	
19 VEHICLE	12/31/11	3,500.	700.	SL	5.00	700.	
20 COMPUTER	03/23/12	1,500.	450.	200DB	5.00	420.	
21 COMPUTER	04/04/12	1,731.	519.	200DB	5.00	485.	
22 COMPUTER	07/10/12	1,214.	243.	200DB	5.00	388.	
23 COMPUTER	08/28/12	1,818.	242.	200DB	5.00	630.	

24 OFFICE FURNITURE						
	04/12/12	6,520.	1,397.	200DB	7.00	1,464.
25 FURNACE						
	03/28/12	2,000.	600.	200DB	5.00	560.
26 FURNACE						
	05/10/12	6,100.	1,627.	200DB	5.00	1,789.
27 FURNACE						
	12/12/12	1,400.	47.	200DB	5.00	541.
28 IMPROVEMENTS						
	06/01/12	30,859.	1,800.	150DB	15.00	2,906.
29 2012 JOHN DEERE XUV						
	09/01/13	13,530.		200DB	5.00	1,804.
30 21 STEEL CART						
	09/01/13	1,078.		200DB	5.00	144.
31 BARN IN NC						
	07/07/13	25,000.		SL	39.00	321.
32 HOUSE FENCE						
	07/11/13	4,500.		200DB	7.00	643.
TOTAL DEPR TO FORM 3885		<u>1,635,608.</u>	<u>155,053.</u>			<u>38,367.</u>

COPY

California Exempt Organization Business Income Tax Return

Calendar Year 2013 or fiscal year beginning (mm/dd/yyyy), and ending (mm/dd/yyyy)

Corporation/Organization Name THE GENTLE BARN FOUNDATION California corporation number 2205307

Address (suite, room, or PMB no.) 15825 SIERRA HIGHWAY FEIN 95-4776451

City SANTA CLARITA State CA ZIP Code 91390

Form sections A through L with checkboxes and input fields for tax status, filing method, and business nature.

Main table with 27 rows for tax calculations, including Taxable Corporation, Taxable Trust, Tax Computation, Total Tax, Payments, and Refund (Direct Deposit of Refund) or Amount Due.

Unrelated Business Taxable Income

Part I Unrelated Trade or Business Income

1	a	Gross receipts or gross sales	54,188.	b	Less returns and allowances		c	Balance	1c	54,188.00
2		Cost of goods sold and/or operations (Schedule A, line 7)							2	50,496.00
3		Gross profit. Subtract line 2 from line 1c							3	3,692.00
4	a	Capital gain net income. See Specific Line Instructions - Trusts attach Schedule D (541)							4a	00
	b	Net gain (loss) from Part II, Schedule D-1							4b	00
	c	Capital loss deduction for trusts							4c	00
5		Income (or loss) from partnerships, limited liability companies, or S corporations. See specific line instructions. Attach Schedule K-1 (565, 568, or 100S) or similar schedule							5	00
6		Rental income (Schedule C)							6	00
7		Unrelated debt-financed income (Schedule D)							7	00
8		Investment income of an R&TC Section 23701g, 23701i, or 23701n organization (Schedule E)							8	00
9		Interest, Annuities, Royalties and Rents from controlled organizations (Schedule F)							9	00
10		Exploited exempt activity income (Schedule G)							10	00
11		Advertising income (Schedule H, Part III, Column A)							11	00
12		Other income. Attach schedule							12	00
13		Total unrelated trade or business income. Add line 3 through line 12							13	3,692.00

Part II Deductions Not Taken Elsewhere (Except for contributions, deductions must be directly connected with the unrelated business income.)

14		Compensation of officers, directors, and trustees from Schedule I							14	00
15		Salaries and wages							15	00
16		Repairs							16	00
17		Bad debts							17	00
18		Interest							18	00
19		Taxes							19	00
20		Contributions							20	00
21	a	Depreciation (Corporations and Associations - Schedule J) (Trusts - form FTB 3885F)		21a		00				
	b	Less: depreciation claimed on Schedule A		21b		00			21	00
22		Depletion							22	00
23	a	Contributions to deferred compensation plans							23a	00
	b	Employee benefit programs							23b	00
24		Other deductions							24	00
25		Total deductions. Add line 14 through line 24							25	00
26		Unrelated business taxable income before allowable excess advertising costs. Subtract line 25 from line 13							26	3,692.00
27		Excess advertising costs (Schedule H, Part III, Column B)							27	00
28		Unrelated business taxable income before specific deduction. Subtract line 27 from line 26							28	3,692.00
29		Specific deduction							29	1,000.00
30		Unrelated business taxable income. Subtract line 29 from line 28. If line 28 is a loss, enter line 28							30	2,692.00

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.

Sign Here	Signature of officer	Title	Date	Telephone
		DIRECTOR		
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed	PTIN
	Firm's name (or yours, if self-employed) and address		<input type="checkbox"/>	P00110489
				FEIN
				95-4831153
				Telephone
				(310) 473-2773
	May the FTB discuss this return with the preparer shown above? See instructions			<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Schedule A Cost of Goods Sold and/or Operations.

Method of inventory valuation (specify)

N/A

1	Inventory at beginning of year	1	00
2	Purchases	2	50,496.00
3	Cost of labor	3	00
4	a Additional IRC Section 263A costs. Attach schedule	4a	00
	b Other costs. Attach schedule	4b	00
5	Total. Add line 1 through line 4b	5	50,496.00
6	Inventory at end of year	6	00
7	Cost of goods sold and/or operations. Subtract line 6 from line 5. Enter here and on Side 2, Part I, line 2	7	50,496.00

Do the rules of IRC Section 263A (with respect to property produced or acquired for resale) apply to this organization? Yes No

Schedule B Tax Credits. Do not claim the New Jobs Credit on Schedule B.

1	Enter credit name	code	1	00	
2	Enter credit name	code	2	00	
3	Enter credit name	code	3	00	
4	Total. Add line 1 through line 3. If claiming more than 3 credits, enter the total of all claimed credits, except New Jobs Credit, on line 4. Enter here and on Side 1, line 11c			4	00

Schedule K Add-On Taxes or Recapture of Tax.

1	Interest computation under the look-back method for completed long-term contracts. Attach form FTB 3834	1	00
2	Interest on tax attributable to installment: a Sales of certain timeshares or residential lots	2a	00
	b Method for non-dealer installment obligations	2b	00
3	IRC Section 197(f)(9)(B)(ii) election to recognize gain on the disposition of intangibles	3	00
4	Credit recapture. Credit name	4	00
5	Total. Combine the amounts on line 1 through line 4	5	00

Schedule R Apportionment Formula Worksheet. Use only for unrelated trade or business amounts.

Part A. Standard Method - Single-Sales Factor Formula. Complete this part only if the corporation uses the single-sales factor formula.

	(a) Total within and outside California	(b) Total within California	(c) Percent within California [(b) ÷ (a)] x 100
1 Total Sales			
2 Apportionment percentage. Divide total sales column (b) by total sales column (a) and multiply the result by 100. Enter the result here and on Form 109, Side 1, line 2.			

Part B. Three Factor Formula. Complete this part only if the corporation uses the three-factor formula.

	(a) Total within and outside California	(b) Total within California	(c) Percent within California [(b) ÷ (a)] x 100
1 Property factor:			
2 Payroll factor: Wages and other compensation of employees			
3 Sales factor: Gross sales and/or receipts less returns and allowances			
4 Total percentage: Add the percentages in column (c)			
5 Average apportionment percentage: Divide the factor on line 4 by 3 and enter the result here and on Form 109, Side 1, line 2. See instructions for exceptions			

Schedule C Rental Income from Real Property and Personal Property Leased with Real Property

For rental income from debt-financed property, use Schedule D, R&TC Section 23701g, Section 23701i, and Section 23701n organizations. See instructions for exceptions.

1 Description of property		2 Rent received or accrued	3 Percentage of rent attributable to personal property	
4 Complete if any item in column 3 is more than 50%, or for any item if the rent is determined on the basis of profit or income		5 Complete if any item in column 3 is more than 10%, but not more than 50%		
(a) Deductions directly connected	(b) Income includible, column 2 less column 4(a)	(a) Gross income reportable, column 2 x column 3	(b) Deductions directly connected with personal property	(c) Net income includible, column 5(a) less column 5(b)
Add columns 4(b) and column 5(c). Enter here and on Side 2, Part I, line 6				

Schedule D Unrelated Debt-Financed Income

Table with 6 columns: 1 Description of debt-financed property, 2 Gross income from or allocable to debt-financed property, 3 Deductions directly connected with or allocable to debt-financed property (a) Straight-line depreciation, (b) Other deductions, 4 Amount of average acquisition indebtedness on or allocable to debt-financed property, 5 Average adjusted basis of or allocable to debt-financed property, 6 Debt basis percentage, column 4 ÷ column 5, 7 Gross income reportable, column 2 x column 6, 8 Allocable deductions, total of columns 3(a) and 3(b) x column 6, 9 Net income (or loss) includible, column 7 less column 8.

Schedule E Investment Income of an R&TC Section 23701g, Section 23701i, or Section 23701n Organization

Table with 6 columns: 1 Description, 2 Amount, 3 Deductions directly connected, 4 Net investment income, column 2 less column 3, 5 Set-asides, 6 Balance of investment income, column 4 less column 5.

Schedule F Interest, Annuities, Royalties and Rents from Controlled Organizations

Table with 6 columns for Exempt Controlled Organizations: 1 Name of controlled organizations, 2 Employer Identification Number, 3 Net unrelated income (loss), 4 Total of specified payments made, 5 Part of column (4) that is included in the controlling organization's gross income, 6 Deductions directly connected with income in column (5). Includes sections for Nonexempt Controlled Organizations and summary rows 4-6.

Schedule G Exploited Exempt Activity Income, other than Advertising Income

Table with 8 columns: 1 Description of exploited activity (attach schedule if more than one unrelated activity is exploiting the same exempt activity), 2 Gross unrelated business income from trade or business, 3 Expenses directly connected with production of unrelated business income, 4 Net income from unrelated trade or business, column 2 less column 3, 5 Gross income from activity that is not unrelated business income, 6 Expenses attributable to column 5, 7 Excess exempt expense, column 6 less column 5 but not more than column 4, 8 Net income includible, column 4 less column 7 but not less than zero.

Part I Income from Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising income or excess advertising costs. If column 2 is greater than column 3, complete columns 5, 6, and 7. If column 3 is greater than column 2, enter the excess in Part III, column B(b). Do not complete columns 5, 6, and 7.	5 Circulation income	6 Readership costs	7 If column 5 is greater than column 6, enter the income shown in column 4, in Part III, column A(b). If column 6 is greater than column 5, subtract the sum of column 6 and column 3 from the sum of column 5 and column 2. Enter amount in Part III, column A(b). If the amount is less than zero, enter -0-
Totals						

Part II Income from Periodicals Reported on a Separate Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising income or excess advertising costs	5 Circulation income	6 Readership costs	7 If column 5 is greater than column 6, enter the income shown in column 4, in Part III, column A(b). If column 6 is greater than column 5, subtract the sum of column 6 and column 3 from the sum of column 5 and column 2. Enter amount in Part III, column A(b). If the amount is less than zero, enter -0-

Part III Column A - Net Advertising Income

Part III Column B - Excess Advertising Costs

(a) Enter "consolidated periodical" and/or names of non-consolidated periodicals	(b) Enter total amount from Part I, column 4 or 7, and amounts listed in Part II, cols. 4 and 7	(a) Enter "consolidated periodical" and/or names of non-consolidated periodicals	(b) Enter total amount from Part I, column 4, and amounts listed in Part II, column 4
Enter total here and on Side 2, Part I, line 11		Enter total here and on Side 2, Part II, line 27	

Schedule I Compensation of Officers, Directors, and Trustees

1 Name of Officer	2 SSN or ITIN	3 Title	4 Percent of time devoted to business	5 Compensation attributable to unrelated business	6 Expense account allowances
Total. Enter here and on Side 2, Part II, line 14					

Schedule J Depreciation (Corporations and Associations only. Trusts use form FTB 3885F.)

1 Group and guideline class or description of property	2 Date acquired (MM/DD/YYYY)	3 Cost or other basis	4 Depreciation allowed or allowable in prior years	5 Method of computing depreciation	6 Life or rate	7 Depreciation for this year
1 Total additional first-year depreciation (do not include in items below)						
2 Other depreciation:						
Buildings						
Furniture and fixtures						
Transportation equipment						
Machinery and other equipment						
Other (specify)						
3 Other depreciation						
4 Total						
5 Amount of depreciation claimed elsewhere on return						
6 Balance. Subtract line 5 from line 4. Enter here and on Side 2, Part II, line 21a						

FORM 109

NATURE OF TRADE OR BUSINESS

STATEMENT 12

SALE OF LOGO PRODUCTS AND GOODS
INVESTMENT IN UNITY FILM PARTNERS LLC

TO FORM 109, PAGE 1

COPY

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

**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

WEB SITE ADDRESS:
<http://ag.ca.gov/charities/>

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: CT <u>115183</u> THE GENTLE BARN FOUNDATION <small>Name of Organization</small> <u>15825 SIERRA HIGHWAY</u> <small>Address (Number and Street)</small> <u>SANTA CLARITA, CA 91390</u> <small>City or Town, State and ZIP Code</small>	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report Corporate or Organization No. <u>2205307</u> Federal Employer I.D. No. <u>95-4776451</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 01/01/2013 ending 12/31/2013) list:
 Gross annual revenue \$ 1,742,382. Total assets \$ 1,621,527.

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? SEE STATEMENT 13	X	
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, did non-program expenditures exceed 50% of gross revenues?		X
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.		X
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.		X
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.		X
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.		X
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.		X
9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?		X

Organization's area code and telephone number 661-252-2440

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.

MARC HERNANDEZ **DIRECTOR**

Signature of authorized officer Printed Name Title Date

FORM RRF-1

EXPLANATION OF FINANCIAL TRANSACTIONS
PART B, LINE 1

STATEMENT 13

IN FEBRUARY 2014, AN INDEPENDENT COMMITTEE OF THE BOARD RECEIVED AN APPRAISAL THAT ESTIMATED THE 2013 FAIR RENTAL VALUE OF PROPERTY BEING RENTED BY THE ORGANIZATION FROM Yael Laks, the chair of the board during 2013, as \$2,725 per month for total annual rent of \$32,700. During 2013, pursuant to a pre-existing arrangement, the organization paid Ms. Laks \$66,000 in rent. In addition, \$15,485 in prepaid rent was owed to the organization by Ms. Laks at the end of 2013. Ms. Laks does not agree with the appraised value of the property rented to the organization, and believes also that there should be an offset based on the organization's use of her personal residence also located on the property. The parties are continuing to negotiate the appropriate amount of rent payable to Ms. Laks.

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