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|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| Form <b>990</b><br><br>Department of the Treasury<br>Internal Revenue Service | <b>Return of Organization Exempt From Income Tax</b><br><br><b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</b> | OMB No 1545-0047<br><div> <div>2009</div> <div>Open to Public Inspection</div> </div> |
|                                                                                                                                                              | The organization may have to use a copy of this return to satisfy state reporting requirements                                                                                                   |                                                                                       |

|                                                                                                                                                                                  |  |                                                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                                                                                                                                                        |  |                                                                                                                                                      |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>A</b> For the 2009 calendar year, or tax year beginning 05-01-2009 and ending 04-30-2010                                                                                      |  | <b>B</b> Check if applicable<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending |  | <b>C</b> Name of organization<br>THE SHEEPFOLD INC<br><br>Doing Business As<br><br>Number and street (or P O box if mail is not delivered to street address) Room/suite<br>PO BOX 4487<br><br>City or town, state or country, and ZIP + 4<br>ORANGE, CA 92863                                                          |  | <b>D</b> Employer identification number<br>95-3426900<br><br><b>E</b> Telephone number<br>(714) 237-1444<br><br><b>G</b> Gross receipts \$ 2,115,716 |  |
|                                                                                                                                                                                  |  | <b>F</b> Name and address of principal officer<br>JOHN WILDMAN<br>PO BOX 4487<br>ORANGE, CA 92863                                                                                                                                                                                            |  | <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><br><b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list (see instructions)<br><br><b>H(c)</b> Group exemption number |  |                                                                                                                                                      |  |
| <b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c) ( 3 ) (Insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527                     |  |                                                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                                                                                                                                                        |  |                                                                                                                                                      |  |
| <b>J</b> Website: WWW.THESHEEPFOLD.ORG                                                                                                                                           |  |                                                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                                                                                                                                                        |  |                                                                                                                                                      |  |
| <b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other |  | <b>L</b> Year of formation 1979                                                                                                                                                                                                                                                              |  | <b>M</b> State of legal domicile CA                                                                                                                                                                                                                                                                                    |  |                                                                                                                                                      |  |

| Part I Summary                                                                              |                                                                                                                                                                                   |                                                                                       |              |
|---------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------|
| Activities & Governance                                                                     | <b>1</b> Briefly describe the organization's mission or most significant activities<br>PROVIDES SHELTER FOR BATTERED AND HOMELESS WOMEN AND THEIR CHILDREN IN SOUTHERN CALIFORNIA |                                                                                       |              |
|                                                                                             | <b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets                                   |                                                                                       |              |
|                                                                                             | <b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . . <b>3</b> 1                                                                                   |                                                                                       |              |
|                                                                                             | <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . . <b>4</b> 1                                                                       |                                                                                       |              |
|                                                                                             | <b>5</b> Total number of employees (Part V, line 2a) . . . . . <b>5</b> 4                                                                                                         |                                                                                       |              |
|                                                                                             | <b>6</b> Total number of volunteers (estimate if necessary) . . . . . <b>6</b> 30                                                                                                 |                                                                                       |              |
|                                                                                             | <b>7a</b> Total gross unrelated business revenue from Part VIII, column (C), line 12 . . . . . <b>7a</b>                                                                          |                                                                                       |              |
|                                                                                             | <b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . . . . . <b>7b</b>                                                                                       |                                                                                       |              |
| Revenue                                                                                     | <b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .                                                                                                                  | Prior Year                                                                            | Current Year |
|                                                                                             | <b>9</b> Program service revenue (Part VIII, line 2g) . . . . .                                                                                                                   | 1,744,183                                                                             | 1,735,411    |
|                                                                                             | <b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d ) . . . . .                                                                                                | 24,444                                                                                | 16,329       |
|                                                                                             | <b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)                                                                                                | 156,015                                                                               | 182,928      |
|                                                                                             | <b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .                                                                              | 1,924,642                                                                             | 1,934,668    |
|                                                                                             | Expenses                                                                                                                                                                          | <b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3 ) . . . . . |              |
| <b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .           |                                                                                                                                                                                   |                                                                                       | 0            |
| <b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) |                                                                                                                                                                                   | 738,690                                                                               | 768,343      |
| <b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) . . . . .          |                                                                                                                                                                                   |                                                                                       | 0            |
| <b>b</b> Total fundraising expenses (Part IX, column (D), line 25) <u>105,123</u>           |                                                                                                                                                                                   |                                                                                       |              |
| <b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) . . . . .            |                                                                                                                                                                                   | 1,284,111                                                                             | 1,280,115    |
| <b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)          |                                                                                                                                                                                   | 2,022,801                                                                             | 2,048,458    |
| <b>19</b> Revenue less expenses Subtract line 18 from line 12 . . . . .                     |                                                                                                                                                                                   | -98,159                                                                               | -113,790     |
| Net Assets or Fund Balances                                                                 |                                                                                                                                                                                   | Beginning of Current Year                                                             | End of Year  |
|                                                                                             | <b>20</b> Total assets (Part X, line 16) . . . . .                                                                                                                                | 5,611,493                                                                             | 4,956,421    |
|                                                                                             | <b>21</b> Total liabilities (Part X, line 26) . . . . .                                                                                                                           | 1,490,859                                                                             | 949,576      |
|                                                                                             | <b>22</b> Net assets or fund balances Subtract line 21 from line 20 . . . . .                                                                                                     | 4,120,634                                                                             | 4,006,845    |

|                                 |                                                                                                                                                                                                                                                                                                                     |  |  |      |  |                                                   |  |                                                  |  |
|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|------|--|---------------------------------------------------|--|--------------------------------------------------|--|
| <b>Part II</b>                  | <b>Signature Block</b>                                                                                                                                                                                                                                                                                              |  |  |      |  |                                                   |  |                                                  |  |
| <b>Sign Here</b>                | 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 |  |  |      |  |                                                   |  |                                                  |  |
|                                 | *****<br>Signature of officer                                                                                                                                                                                                                                                                                       |  |  |      |  | 2011-01-14<br>Date                                |  |                                                  |  |
|                                 | JOHN WILDMAN executive director<br>Type or print name and title                                                                                                                                                                                                                                                     |  |  |      |  |                                                   |  |                                                  |  |
| <b>Paid Preparer's Use Only</b> | Preparer's signature ▶ EDWARD E BENOE                                                                                                                                                                                                                                                                               |  |  | Date |  | Check if self-employed ▶ <input type="checkbox"/> |  | Preparer's identifying number (see instructions) |  |
|                                 | Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ HBLA Certified Public Accountants Inc<br>19600 FAIRCHILD STE 320<br><br>IRVINE, CA 92612                                                                                                                                                            |  |  |      |  |                                                   |  | EIN ▶                                            |  |
|                                 |                                                                                                                                                                                                                                                                                                                     |  |  |      |  |                                                   |  | Phone no ▶ (949) 833-2815                        |  |

Part III

Statement of Program Service Accomplishments

1

Briefly describe the organization’s mission

PROVIDES SHELTER FOR BATTERED AND HOMELESS WOMEN AND THEIR CHILDREN IN SOUTHERN CALIFORNIA TO EQUIP MOTHERS WITH CHILDREN SUFFERING FROM HOMELESSNESS OR ABUSE FOR SUCCESSFUL INDEPENDENT LIVING WITH HOPE FOR THE FUTURE A KEY OUTCOME IS THAT THEY CAN LIVE ON THEIR OWN INDEPENDENTLY AND NOT BE TEMPTED TO RETURN TO THEIR ABUSER AND DESTRUCTIVE LIFESTYLE

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes

☒

No

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes

☒

No

If “Yes,” describe these changes on Schedule O

4

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

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

4a

(Code ) (Expenses \$ 1,786,480 including grants of \$ ) (Revenue \$ )

THE ORGANIZATION PROVIDES AID TO BATTERED AND HOMELESS WOMEN AND CHILDREN SHEEPFOLD OPERATES 3 RESIDENTIAL HOMES THE GOAL OF THE ORGANIZATION IS TO PROVIDE AN ENVIRONMENT THAT FACILITATES INDEPENDENT LIVING AND FOSTERS EMOTIONAL AND SPIRITUAL GROWTH THE ORGANIZATION SERVES APPROXIMATELY 500 MOTHERS & CHILDREN ANNUALLY

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 \$ 1,786,480

Part IV Checklist of Required Schedules

|     |                                                                                                                                                                                                                                                                                                                                       | Yes | No  |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1   | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A                                                                                                                    | 1   | Yes |
| 2   | Is the organization required to complete Schedule B, Schedule of Contributors?                                                                                                                                                                       | 2   | Yes |
| 3   | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I                                                                                                                                                  | 3   | No  |
| 4   | Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II                                                                                                                                                                                                           | 4   | No  |
| 5   | Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III                                                                                                                                 | 5   |     |
| 6   | Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I   | 6   | No  |
| 7   | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II                                      | 7   | No  |
| 8   | Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III                                                                                                    | 8   | No  |
| 9   | Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV  | 9   | No  |
| 10  | Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V                                                                                         | 10  | No  |
| 11  | Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.                                                                                                                                                                                        | 11  | Yes |
|     | • Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.                                                                                                                                                                                                |     |     |
|     | • Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.                                                                                                                              |     |     |
|     | • Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.                                                                                                                              |     |     |
|     | • Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.                                                                                                                                               |     |     |
|     | • Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.                                                                                                                                                                                                              |     |     |
|     | • 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? If "Yes," complete Schedule D, Part X.                                                                                               |     |     |
| 12  | Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII                                                                                            | 12  | No  |
| 12A | Was the organization included in consolidated, independent audited financial statements for the tax year?                                                                                                                                                                                                                             | Yes | No  |
|     | If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional                                                                                                                                                                                                                                                                  | 12A | Yes |
| 13  | Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E                                                                                                                                                                                                                                     | 13  | No  |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States?                                                                                                                                                                                                                                           | 14a | No  |
| 14b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I                                                                                                               | 14b | No  |
| 15  | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II                                                                                                                                  | 15  | No  |
| 16  | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III                                                                                                                                      | 16  | No  |
| 17  | Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I                                                                                                                                           | 17  | No  |
| 18  | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II                                                                                                                                                        | 18  | No  |
| 19  | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III                                                                                                                                                                                  | 19  | No  |
| 20  | Did the organization operate one or more hospitals? If "Yes," complete Schedule H                                                                                                                                                                                                                                                     | 20  | No  |

Part IV

Checklist of Required Schedules (continued)

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

Part V

Statements Regarding Other IRS Filings and Tax Compliance

|                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                      |                                                                                 | Yes | No  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-----|-----|
| 1a                                                                                                                                                                                                                                                                                | Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable . . . . .                                                                                           | 1a22                                                                            |     |     |
|                                                                                                                                                                                                                                                                                   | b                                                                                                                                                                                                                                                    | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable |     |     |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .                                                                                                              |                                                                                                                                                                                                                                                      |                                                                                 | 1c  | Yes |
| 2a                                                                                                                                                                                                                                                                                | Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return . . . . .                                                        | 2a40                                                                            |     |     |
|                                                                                                                                                                                                                                                                                   | b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><b>Note:</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)     |                                                                                 |     |     |
| 3a                                                                                                                                                                                                                                                                                | Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . . . .                                                                                                                       |                                                                                 | 3a  | No  |
| b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .                                                                                                                                                                      |                                                                                                                                                                                                                                                      |                                                                                 | 3b  |     |
| 4a                                                                                                                                                                                                                                                                                | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . . |                                                                                 | 4a  | No  |
|                                                                                                                                                                                                                                                                                   | b If "Yes," enter the name of the foreign country: <input type="text"/><br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts                                          |                                                                                 |     |     |
| 5a                                                                                                                                                                                                                                                                                | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .                                                                                                                                          |                                                                                 | 5a  | No  |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?                                                                                                                                                                |                                                                                                                                                                                                                                                      |                                                                                 | 5b  | No  |
| c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? . . . . .                                                                                                                       |                                                                                                                                                                                                                                                      |                                                                                 | 5c  |     |
| 6a                                                                                                                                                                                                                                                                                | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? . . . . .                                                                |                                                                                 | 6a  | No  |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .                                                                                                                         |                                                                                                                                                                                                                                                      |                                                                                 | 6b  |     |
| 7 Organizations that may receive deductible contributions under section 170(c).                                                                                                                                                                                                   |                                                                                                                                                                                                                                                      |                                                                                 |     |     |
| a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .                                                                                                                       |                                                                                                                                                                                                                                                      |                                                                                 | 7a  | No  |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .                                                                                                                                                                       |                                                                                                                                                                                                                                                      |                                                                                 | 7b  |     |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .                                                                                                                                  |                                                                                                                                                                                                                                                      |                                                                                 | 7c  | No  |
| d If "Yes," indicate the number of Forms 8282 filed during the year . . . . .                                                                                                                                                                                                     |                                                                                                                                                                                                                                                      |                                                                                 | 7d  |     |
| e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .                                                                                                                                     |                                                                                                                                                                                                                                                      |                                                                                 | 7e  | No  |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .                                                                                                                                                              |                                                                                                                                                                                                                                                      |                                                                                 | 7f  | No  |
| g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . .                                                                                                                                                                |                                                                                                                                                                                                                                                      |                                                                                 | 7g  | No  |
| h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? . . . . .                                                                                                                                                 |                                                                                                                                                                                                                                                      |                                                                                 | 7h  | Yes |
| 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . . |                                                                                                                                                                                                                                                      |                                                                                 | 8   | No  |
| 9 Sponsoring organizations maintaining donor advised funds.                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                      |                                                                                 |     |     |
| a Did the organization make any taxable distributions under section 4966? . . . . .                                                                                                                                                                                               |                                                                                                                                                                                                                                                      |                                                                                 | 9a  | No  |
| b Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .                                                                                                                                                                                |                                                                                                                                                                                                                                                      |                                                                                 | 9b  | No  |
| 10 Section 501(c)(7) organizations. Enter                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                      |                                                                                 |     |     |
| a Initiation fees and capital contributions included on Part VIII, line 12 . . . . .                                                                                                                                                                                              |                                                                                                                                                                                                                                                      |                                                                                 | 10a |     |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities                                                                                                                                                                                     |                                                                                                                                                                                                                                                      |                                                                                 | 10b |     |
| 11 Section 501(c)(12) organizations. Enter                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                      |                                                                                 |     |     |
| a Gross income from members or shareholders . . . . .                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                      |                                                                                 | 11a |     |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . . . .                                                                                                                                           |                                                                                                                                                                                                                                                      |                                                                                 | 11b |     |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?                                                                                                                                                                    |                                                                                                                                                                                                                                                      |                                                                                 | 12a |     |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                                                                           |                                                                                                                                                                                                                                                      |                                                                                 | 12b |     |

Part VI

Governance, Management, and Disclosure

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

Section A. Governing Body and Management

|    |                                                                                                                                                                                                                               |    |     |    |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
|    |                                                                                                                                                                                                                               |    | Yes | No |
| 1a | Enter the number of voting members of the governing body . . . . .                                                                                                                                                            | 1a | 12  |    |
| b  | Enter the number of voting members that are independent . . . . .                                                                                                                                                             | 1b | 10  |    |
| 2  | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .                                               | 2  |     | No |
| 3  | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . . | 3  |     | No |
| 4  | Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?                                                                                                         | 4  |     | No |
| 5  | Did the organization become aware during the year of a material diversion of the organization's assets? . . . . .                                                                                                             | 5  |     | No |
| 6  | Does the organization have members or stockholders? . . . . .                                                                                                                                                                 | 6  |     | No |
| 7a | Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .                                                                                         | 7a |     | No |
| b  | Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .                                                                                                             | 7b |     | No |
| 8  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following                                                                                              |    |     |    |
| a  | The governing body? . . . . .                                                                                                                                                                                                 | 8a | Yes |    |
| b  | Each committee with authority to act on behalf of the governing body? . . . . .                                                                                                                                               | 8b | Yes |    |
| 9  | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .        | 9  |     | No |

Section B. Policies

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

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

Section C. Disclosure

|    |                                                                                                                                                                                                                                                                                                                                                                     |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 17 | List the States with which a copy of this Form 990 is required to be filed▶CA                                                                                                                                                                                                                                                                                       |
| 18 | Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply.<br><input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request |
| 19 | Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.                                                                                                                                                          |
| 20 | State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶<br>CAROLINE FRISBEE<br>PO BOX 4487<br>ORANGE, CA 92863<br>(714) 237-1444                                                                                                                                                             |

Part VII

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

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

**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. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. 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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

☐ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

| (A)<br>Name and Title               | (B)<br>Average hours per week | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|-------------------------------------|-------------------------------|----------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                     |                               | Individual trustee or director         | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| FRAN LUNDQUIST<br>PRESIDENT         | 40.00                         | X                                      |                       | X       |              |                              |        | 58,512                                                               | 0                                                                         | 0                                                                                             |
| TIMOTHY J BLIED<br>secretary        | 3.00                          | X                                      |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| BOB BRUMLEU<br>DIRECTOR             | 3.00                          | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| RICK McCARTHY<br>DIRECTOR           | 3.00                          | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| victoria botka williams<br>DIRECTOR | 3.00                          | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| JOHN WILDMAN<br>vice president      | 40.00                         | X                                      |                       | X       |              |                              |        | 81,530                                                               | 0                                                                         | 0                                                                                             |
| MICHAEL STEDMAN<br>DIRECTOR         | 3.00                          | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| JANICE MUNEMITSU<br>DIRECTOR        | 3.00                          | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| BILL YINGLING<br>DIRECTOR           | 3.00                          | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| JEFF ABBOTT<br>DIRECTOR             | 3.00                          | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| CHRIS HITE<br>DIRECTOR              | 3.00                          | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| daniel carrier<br>DIRECTOR          | 3.00                          | X                                      |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
|                                     |                               |                                        |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
|                                     |                               |                                        |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
|                                     |                               |                                        |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
|                                     |                               |                                        |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
|                                     |                               |                                        |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |



|    |       |         |   |   |
|----|-------|---------|---|---|
| 1b | Total | 140,042 | 0 | 0 |
|----|-------|---------|---|---|

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization 0

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

Section B. Independent Contractors

|   |                                                                                                                                                                    |                                |                     |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------------------|
| 1 | Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization              |                                |                     |
|   | (A)<br>Name and business address                                                                                                                                   | (B)<br>Description of services | (C)<br>Compensation |
|   | DAVE BARTON DBA CORNERSTONE<br>PO BOX 71<br>DANA POINT, CA 92629                                                                                                   | RADIO SPOT ADVERTISING         | 102,380             |
|   |                                                                                                                                                                    |                                |                     |
|   |                                                                                                                                                                    |                                |                     |
|   |                                                                                                                                                                    |                                |                     |
| 2 | Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization 1 |                                |                     |

Part VIII

Statement of Revenue

|                                                           |                                           |                                                                                                                                               |                                                                                          | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections<br>512, 513, or<br>514 |
|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------|
| Contributions, gifts, grants<br>and other similar amounts | 1a                                        | 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<br>similar amounts not included above                                                             | 1f                                                                                       | 1,735,411            |                                                    |                                         |                                                                                 |
|                                                           | g                                         | Noncash contributions included in<br>lines 1a-1f \$ 297,625                                                                                   |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | h                                         | Total. Add lines 1a-1f . . . . .                                                                                                              |                                                                                          | 1,735,411            |                                                    |                                         |                                                                                 |
| Program Service Revenue                                   | 2a                                        |                                                                                                                                               | Business Code                                                                            |                      |                                                    |                                         |                                                                                 |
|                                                           | b                                         |                                                                                                                                               |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | c                                         |                                                                                                                                               |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | d                                         |                                                                                                                                               |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | e                                         |                                                                                                                                               |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | f                                         | All other program service revenue                                                                                                             |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | g                                         | Total. Add lines 2a-2f . . . . .                                                                                                              |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | Other Revenue                             | 3                                                                                                                                             | Investment income (including dividends, interest<br>and other similar amounts) . . . . . |                      | 20,670                                             |                                         |                                                                                 |
| 4                                                         |                                           | Income from investment of tax-exempt bond proceeds . .                                                                                        |                                                                                          |                      |                                                    |                                         |                                                                                 |
| 5                                                         |                                           | Royalties . . . . .                                                                                                                           |                                                                                          |                      |                                                    |                                         |                                                                                 |
| 6a                                                        |                                           | Gross Rents                                                                                                                                   | (i) Real                                                                                 | (ii) Personal        |                                                    |                                         |                                                                                 |
| b                                                         |                                           | Less rental<br>expenses                                                                                                                       |                                                                                          |                      |                                                    |                                         |                                                                                 |
| c                                                         |                                           | Rental income<br>or (loss)                                                                                                                    |                                                                                          |                      |                                                    |                                         |                                                                                 |
| d                                                         |                                           | Net rental income or (loss) . . . . .                                                                                                         |                                                                                          |                      |                                                    |                                         |                                                                                 |
| 7a                                                        |                                           | Gross amount<br>from sales of<br>assets other<br>than inventory                                                                               | (i) Securities                                                                           | (ii) Other           |                                                    |                                         |                                                                                 |
| b                                                         |                                           | Less cost or<br>other basis and<br>sales expenses                                                                                             |                                                                                          |                      |                                                    |                                         |                                                                                 |
| c                                                         |                                           | Gain or (loss)                                                                                                                                |                                                                                          |                      |                                                    |                                         |                                                                                 |
| d                                                         |                                           | Net gain or (loss) . . . . .                                                                                                                  |                                                                                          |                      | -4,341                                             | -4,341                                  |                                                                                 |
| 8a                                                        |                                           | Gross income from fundraising<br>events (not including<br>\$ _____<br>of contributions reported on line 1c)<br>See Part IV, line 18 . . . . . | a                                                                                        |                      |                                                    |                                         |                                                                                 |
| b                                                         |                                           | Less direct expenses . . . . .                                                                                                                | b                                                                                        |                      |                                                    |                                         |                                                                                 |
| c                                                         |                                           | Net income or (loss) from fundraising events . .                                                                                              |                                                                                          |                      |                                                    |                                         |                                                                                 |
| 9a                                                        |                                           | Gross income from gaming activities<br>See Part IV, line 19 . . . . .                                                                         | a                                                                                        |                      |                                                    |                                         |                                                                                 |
| b                                                         |                                           | Less direct expenses . . . . .                                                                                                                | b                                                                                        |                      |                                                    |                                         |                                                                                 |
| c                                                         |                                           | Net income or (loss) from gaming activities . .                                                                                               |                                                                                          |                      |                                                    |                                         |                                                                                 |
| 10a                                                       |                                           | Gross sales of inventory, less<br>returns and allowances . . . . .                                                                            | a                                                                                        | 358,686              |                                                    |                                         |                                                                                 |
| b                                                         |                                           | Less cost of goods sold . . . . .                                                                                                             | b                                                                                        | 175,758              |                                                    |                                         |                                                                                 |
| c                                                         |                                           | Net income or (loss) from sales of inventory . .                                                                                              |                                                                                          | 182,928              |                                                    |                                         | 182,928                                                                         |
|                                                           | Miscellaneous Revenue                     | Business Code                                                                                                                                 |                                                                                          |                      |                                                    |                                         |                                                                                 |
| 11a                                                       |                                           |                                                                                                                                               |                                                                                          |                      |                                                    |                                         |                                                                                 |
| b                                                         |                                           |                                                                                                                                               |                                                                                          |                      |                                                    |                                         |                                                                                 |
| c                                                         |                                           |                                                                                                                                               |                                                                                          |                      |                                                    |                                         |                                                                                 |
| d                                                         | All other revenue . . . . .               |                                                                                                                                               |                                                                                          |                      |                                                    |                                         |                                                                                 |
| e                                                         | Total. Add lines 11a-11d . . . . .        |                                                                                                                                               |                                                                                          |                      |                                                    |                                         |                                                                                 |
| 12                                                        | Total revenue. See Instructions . . . . . |                                                                                                                                               | 1,934,668                                                                                | -4,341               | 0                                                  | 203,598                                 |                                                                                 |

Part IX

Statement of Functional Expenses

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

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. |                                                                                                                                                                                                                         | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1                                                                              | Grants and other assistance to governments and organizations in the U S See Part IV, line 21                                                                                                                            |                       |                                 |                                        |                             |
| 2                                                                              | Grants and other assistance to individuals in the U S See Part IV, line 22                                                                                                                                              |                       |                                 |                                        |                             |
| 3                                                                              | Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16                                                                                                 |                       |                                 |                                        |                             |
| 4                                                                              | Benefits paid to or for members                                                                                                                                                                                         |                       |                                 |                                        |                             |
| 5                                                                              | Compensation of current officers, directors, trustees, and key employees . . . . .                                                                                                                                      | 140,043               | 114,940                         | 11,684                                 | 13,419                      |
| 6                                                                              | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .                                                                 |                       |                                 |                                        |                             |
| 7                                                                              | Other salaries and wages                                                                                                                                                                                                | 562,990               | 484,142                         | 72,458                                 | 6,390                       |
| 8                                                                              | Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .                                                                                                                 |                       |                                 |                                        |                             |
| 9                                                                              | Other employee benefits . . . . .                                                                                                                                                                                       |                       |                                 |                                        |                             |
| 10                                                                             | Payroll taxes . . . . .                                                                                                                                                                                                 | 65,310                | 55,675                          | 7,794                                  | 1,841                       |
| 11                                                                             | Fees for services (non-employees)                                                                                                                                                                                       |                       |                                 |                                        |                             |
| a                                                                              | Management . . . . .                                                                                                                                                                                                    |                       |                                 |                                        |                             |
| b                                                                              | Legal . . . . .                                                                                                                                                                                                         |                       |                                 |                                        |                             |
| c                                                                              | Accounting . . . . .                                                                                                                                                                                                    | 14,500                |                                 | 14,500                                 |                             |
| d                                                                              | Lobbying . . . . .                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| e                                                                              | Professional fundraising See Part IV, line 17 . . . . .                                                                                                                                                                 |                       |                                 |                                        |                             |
| f                                                                              | Investment management fees . . . . .                                                                                                                                                                                    |                       |                                 |                                        |                             |
| g                                                                              | Other . . . . .                                                                                                                                                                                                         |                       |                                 |                                        |                             |
| 12                                                                             | Advertising and promotion . . . . .                                                                                                                                                                                     | 152,234               | 152,234                         |                                        |                             |
| 13                                                                             | Office expenses . . . . .                                                                                                                                                                                               | 230,365               | 226,815                         | 2,929                                  | 621                         |
| 14                                                                             | Information technology . . . . .                                                                                                                                                                                        | 11,256                | 6,904                           | 3,596                                  | 756                         |
| 15                                                                             | Royalties . . . . .                                                                                                                                                                                                     |                       |                                 |                                        |                             |
| 16                                                                             | Occupancy . . . . .                                                                                                                                                                                                     | 133,427               | 112,982                         | 18,417                                 | 2,028                       |
| 17                                                                             | Travel . . . . .                                                                                                                                                                                                        | 23,843                | 22,336                          | 1,019                                  | 488                         |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .                                                                                                                |                       |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings . . . . .                                                                                                                                                                        |                       |                                 |                                        |                             |
| 20                                                                             | Interest . . . . .                                                                                                                                                                                                      | 91,189                | 91,189                          |                                        |                             |
| 21                                                                             | Payments to affiliates . . . . .                                                                                                                                                                                        |                       |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization . . . . .                                                                                                                                                                     | 145,098               | 142,394                         | 2,231                                  | 473                         |
| 23                                                                             | Insurance . . . . .                                                                                                                                                                                                     | 230,587               | 212,408                         | 12,274                                 | 5,905                       |
| 24                                                                             | Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below )                                                     |                       |                                 |                                        |                             |
| a                                                                              | FOOD                                                                                                                                                                                                                    | 83,357                | 83,357                          |                                        |                             |
| b                                                                              | printing                                                                                                                                                                                                                | 44,941                | 126                             | 1,249                                  | 43,566                      |
| c                                                                              | postage                                                                                                                                                                                                                 | 33,890                | 3,472                           | 1,758                                  | 28,660                      |
| d                                                                              | DONATED VEHICLES                                                                                                                                                                                                        | 23,270                | 23,270                          |                                        |                             |
| e                                                                              | telephone                                                                                                                                                                                                               | 19,212                | 15,386                          | 3,157                                  | 669                         |
| f                                                                              | All other expenses                                                                                                                                                                                                      | 42,946                | 38,850                          | 3,789                                  | 307                         |
| 25                                                                             | Total functional expenses. Add lines 1 through 24f                                                                                                                                                                      | 2,048,458             | 1,786,480                       | 156,855                                | 105,123                     |
| 26                                                                             | Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation |                       |                                 |                                        |                             |

Part X

Balance Sheet

|                             |                                                                                                                                           |                                                                                                                                                                               |     |           | (A)               |           | (B)         |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----------|-------------------|-----------|-------------|
|                             |                                                                                                                                           |                                                                                                                                                                               |     |           | Beginning of year |           | End of year |
| Assets                      | 1                                                                                                                                         | Cash—non-interest-bearing . . . . .                                                                                                                                           |     |           | 17,823            | 1         | 20,078      |
|                             | 2                                                                                                                                         | Savings and temporary cash investments . . . . .                                                                                                                              |     |           | 722,644           | 2         | 649,870     |
|                             | 3                                                                                                                                         | Pledges and grants receivable, net . . . . .                                                                                                                                  |     |           |                   | 3         |             |
|                             | 4                                                                                                                                         | Accounts receivable, net . . . . .                                                                                                                                            |     |           |                   | 4         |             |
|                             | 5                                                                                                                                         | Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .                  |     |           |                   | 5         |             |
|                             | 6                                                                                                                                         | Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .     |     |           |                   | 6         |             |
|                             | 7                                                                                                                                         | Notes and loans receivable, net . . . . .                                                                                                                                     |     |           | 3,377             | 7         | 2,254       |
|                             | 8                                                                                                                                         | Inventories for sale or use . . . . .                                                                                                                                         |     |           |                   | 8         |             |
|                             | 9                                                                                                                                         | Prepaid expenses and deferred charges . . . . .                                                                                                                               |     |           | 61,359            | 9         | 70,220      |
|                             | 10a                                                                                                                                       | Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D                                                                                             | 10a | 4,409,962 | 3,760,160         | 10c       | 3,690,924   |
|                             | b                                                                                                                                         | Less accumulated depreciation . . . . .                                                                                                                                       | 10b | 719,038   |                   |           |             |
|                             | 11                                                                                                                                        | Investments—publicly traded securities . . . . .                                                                                                                              |     |           | 1,001,104         | 11        | 503,435     |
|                             | 12                                                                                                                                        | Investments—other securities See Part IV, line 11 . . . . .                                                                                                                   |     |           |                   | 12        |             |
|                             | 13                                                                                                                                        | Investments—program-related See Part IV, line 11 . . . . .                                                                                                                    |     |           |                   | 13        |             |
|                             | 14                                                                                                                                        | Intangible assets . . . . .                                                                                                                                                   |     |           |                   | 14        |             |
|                             | 15                                                                                                                                        | Other assets See Part IV, line 11 . . . . .                                                                                                                                   |     |           | 45,026            | 15        | 19,640      |
| 16                          | Total assets. Add lines 1 through 15 (must equal line 34) . . . . .                                                                       |                                                                                                                                                                               |     | 5,611,493 | 16                | 4,956,421 |             |
| Liabilities                 | 17                                                                                                                                        | Accounts payable and accrued expenses . . . . .                                                                                                                               |     |           | 57,042            | 17        | 46,204      |
|                             | 18                                                                                                                                        | Grants payable . . . . .                                                                                                                                                      |     |           |                   | 18        |             |
|                             | 19                                                                                                                                        | Deferred revenue . . . . .                                                                                                                                                    |     |           |                   | 19        |             |
|                             | 20                                                                                                                                        | Tax-exempt bond liabilities . . . . .                                                                                                                                         |     |           |                   | 20        |             |
|                             | 21                                                                                                                                        | Escrow or custodial account liability Complete Part IV of Schedule D . . . . .                                                                                                |     |           |                   | 21        |             |
|                             | 22                                                                                                                                        | Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . . |     |           |                   | 22        |             |
|                             | 23                                                                                                                                        | Secured mortgages and notes payable to unrelated third parties . . . . .                                                                                                      |     |           | 1,433,817         | 23        | 903,372     |
|                             | 24                                                                                                                                        | Unsecured notes and loans payable to unrelated third parties . . . . .                                                                                                        |     |           |                   | 24        |             |
|                             | 25                                                                                                                                        | Other liabilities Complete Part X of Schedule D . . . . .                                                                                                                     |     |           |                   | 25        |             |
|                             | 26                                                                                                                                        | Total liabilities. Add lines 17 through 25 . . . . .                                                                                                                          |     |           | 1,490,859         | 26        | 949,576     |
| Net Assets or Fund Balances | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. |                                                                                                                                                                               |     |           |                   |           |             |
|                             | 27                                                                                                                                        | Unrestricted net assets . . . . .                                                                                                                                             |     |           | 4,014,040         | 27        | 3,921,201   |
|                             | 28                                                                                                                                        | Temporarily restricted net assets . . . . .                                                                                                                                   |     |           | 106,594           | 28        | 85,644      |
|                             | 29                                                                                                                                        | Permanently restricted net assets . . . . .                                                                                                                                   |     |           |                   | 29        |             |
|                             | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.                          |                                                                                                                                                                               |     |           |                   |           |             |
|                             | 30                                                                                                                                        | Capital stock or trust principal, or current funds . . . . .                                                                                                                  |     |           |                   | 30        |             |
|                             | 31                                                                                                                                        | Paid-in or capital surplus, or land, building or equipment fund . . . . .                                                                                                     |     |           |                   | 31        |             |
|                             | 32                                                                                                                                        | Retained earnings, endowment, accumulated income, or other funds . . . . .                                                                                                    |     |           |                   | 32        |             |
|                             | 33                                                                                                                                        | Total net assets or fund balances . . . . .                                                                                                                                   |     |           | 4,120,634         | 33        | 4,006,845   |
|                             | 34                                                                                                                                        | Total liabilities and net assets/fund balances . . . . .                                                                                                                      |     |           | 5,611,493         | 34        | 4,956,421   |

**Part XI**   **Financial Statements and Reporting**

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

SCHEDULE A  
(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2009

Open to Public  
Inspection

|                                               |                                              |
|-----------------------------------------------|----------------------------------------------|
| Name of the organization<br>THE SHEEPFOLD INC | Employer identification number<br>95-3426900 |
|-----------------------------------------------|----------------------------------------------|

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 **section 170(b)(1)(A)(i).**

2

☐

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

3

☐

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

4

☐

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

5

☐

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

6

☐

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

7

☒

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

8

☐

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

9

☐

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

10

☐

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

11

☐

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

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

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

f

☐

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

g

☐

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

(i)

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

(ii)

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

(iii)

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

h

☐

Provide the following information about the supported organization(s)

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

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

Part II

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

Section A. Public Support

| Calendar year (or fiscal year beginning in)                                                                                                                                                           | (a) 2005  | (b) 2006  | (c) 2007  | (d) 2008  | (e) 2009  | (f) Total  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|-----------|-----------|------------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")                                                                                                   | 1,574,833 | 1,741,131 | 3,481,560 | 1,741,594 | 1,711,046 | 10,250,164 |
| 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                                                                                                                                                                        | 1,574,833 | 1,741,131 | 3,481,560 | 1,741,594 | 1,711,046 | 10,250,164 |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) |           |           |           |           |           | 1,459,682  |
| 6 Public Support. Subtract line 5 from line 4                                                                                                                                                         |           |           |           |           |           | 8,790,482  |

Section B. Total Support

| Calendar year (or fiscal year beginning in)                                                                                      | (a) 2005  | (b) 2006 | (c) 2007  | (d) 2008  | (e) 2009  | (f) Total  |
|----------------------------------------------------------------------------------------------------------------------------------|-----------|----------|-----------|-----------|-----------|------------|
| 7 Amounts from line 4                                                                                                            | 1,574,833 | 10,376   | 3,481,560 | 1,741,594 | 1,711,046 | 10,250,164 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 5,273     | 10,376   | 18,480    | 26,624    | 20,670    | 81,423     |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on                             |           |          |           |           |           |            |
| 10 Other income (Explain in Part IV ) Do not include gain or loss from the sale of capital assets                                | 160       | 34       | 98        | 9,150     | 1,095     | 10,537     |
| 11 Total support (Add lines 7 through 10)                                                                                        |           |          |           |           |           | 10,342,124 |
| 12 Gross receipts from related activities, etc (See instructions )                                                               |           |          |           |           | 12        | 1,569,529  |

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

☐

Section C. Computation of Public Support Percentage

|                                                                                         |    |          |
|-----------------------------------------------------------------------------------------|----|----------|
| 14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f)) | 14 | 85 000 % |
| 15 Public Support Percentage for 2008 Schedule A, Part II, line 14                      | 15 | 85 180 % |

- 16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization
- ☒
- b 33 1/3% support test—2008. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization
- ☒
- 17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization
- ☒
- b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization
- ☒
- 18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions
- ☒

Part IIISupport Schedule for Organizations Described in IRC 509(a)(2)  
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

| Calendar year (or fiscal year beginning in)                                                                                                                               | (a) 2005 | (b) 2006 | (c) 2007 | (d) 2008 | (e) 2009 | (f) Total |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")                                                                        |          |          |          |          |          |           |
| 2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose |          |          |          |          |          |           |
| 3Gross receipts from activities that are not an unrelated trade or business under section 513                                                                             |          |          |          |          |          |           |
| 4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf                                                                          |          |          |          |          |          |           |
| 5The value of services or facilities furnished by a governmental unit to the organization without charge                                                                  |          |          |          |          |          |           |
| 6Total. Add lines 1 through 5                                                                                                                                             |          |          |          |          |          |           |
| 7aAmounts included on lines 1, 2, and 3 received from disqualified persons                                                                                                |          |          |          |          |          |           |
| bAmounts 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           |          |          |          |          |          |           |
| cAdd lines 7a and 7b                                                                                                                                                      |          |          |          |          |          |           |
| 8Public Support (Subtract line 7c from line 6 )                                                                                                                           |          |          |          |          |          |           |

Section B. Total Support

| Calendar year (or fiscal year beginning in)                                                                                                                            | (a) 2005 | (b) 2006 | (c) 2007 | (d) 2008 | (e) 2009 | (f) Total |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 9Amounts from line 6                                                                                                                                                   |          |          |          |          |          |           |
| 10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources                                      |          |          |          |          |          |           |
| bUnrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975                                                               |          |          |          |          |          |           |
| cAdd lines 10a and 10b                                                                                                                                                 |          |          |          |          |          |           |
| 11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on                                          |          |          |          |          |          |           |
| 12Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)                                                                      |          |          |          |          |          |           |
| 13Total support (Add lines 9, 10c, 11 and 12.)                                                                                                                         |          |          |          |          |          |           |
| 14First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here |          |          |          |          |          |           |

Section C. Computation of Public Support Percentage

|                                                                                        |    |  |
|----------------------------------------------------------------------------------------|----|--|
| 15Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f)) | 15 |  |
| 16Public support percentage from 2008 Schedule A, Part III, line 15                    | 16 |  |

Section D. Computation of Investment Income Percentage

|                                                                                                                                                                                                                                                                   |    |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--|
| 17Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))                                                                                                                                                                       | 17 |  |
| 18Investment income percentage from 2008 Schedule A, Part III, line 17                                                                                                                                                                                            | 18 |  |
| 19a33 1/3% support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization         |    |  |
| b33 1/3% support tests—2008. 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 |    |  |
| 20Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions                                                                                                                                          |    |  |



**Part IV**

**Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

Additional Data

Software ID:  
Software Version:  
EIN: 95-3426900  
Name: THE SHEEPFOLD INC

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

| <i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i> | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|----------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| FOOD                                                                             | 83,357                | 83,357                          |                                        |                             |
| printing                                                                         | 44,941                | 126                             | 1,249                                  | 43,566                      |
| postage                                                                          | 33,890                | 3,472                           | 1,758                                  | 28,660                      |
| DONATED VEHICLES                                                                 | 23,270                | 23,270                          |                                        |                             |
| telephone                                                                        | 19,212                | 15,386                          | 3,157                                  | 669                         |

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2009

Open to Public  
Inspection

Name of the organization  
THE SHEEPFOLD INC

Employer identification number  
95-3426900

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

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

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

1

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

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

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

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

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

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ \_\_\_\_\_

4

Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

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

7

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

8

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

☐ Yes ☐ No

9

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

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

1a

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

b

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

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X

▶ \$ \_\_\_\_\_

2

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

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ \_\_\_\_\_

b

Assets included in Form 990, Part X

▶ \$ \_\_\_\_\_

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

Cat No 52283D

Schedule D (Form 990) 2009

Part III

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

3

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

a

☐

Public exhibition

b

☐

Scholarly research

c

☐

Preservation for future generations

d

☐

Loan or exchange programs

e

☐

Other

4

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

5

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

☐ Yes

☐ No

Part IV

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

1a

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

☐ Yes

☐ No

b

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

|    |        |
|----|--------|
|    | Amount |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

|    |                                                          |               |                   |                     |                    |
|----|----------------------------------------------------------|---------------|-------------------|---------------------|--------------------|
|    | (a)Current Year                                          | (b)Prior Year | (c)Two Years Back | (d)Three Years Back | (e)Four Years Back |
| 1a | Beginning of year balance . . . . .                      |               |                   |                     |                    |
| b  | Contributions . . . . .                                  |               |                   |                     |                    |
| c  | Investment earnings or losses . . . . .                  |               |                   |                     |                    |
| d  | Grants or scholarships . . . . .                         |               |                   |                     |                    |
| e  | Other expenditures for facilities and programs . . . . . |               |                   |                     |                    |
| f  | Administrative expenses . . . . .                        |               |                   |                     |                    |
| g  | End of year balance . . . . .                            |               |                   |                     |                    |

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ %

b

Permanent endowment ▶ %

c

Term endowment ▶ %

3a

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

|                                                                                                 |        |    |
|-------------------------------------------------------------------------------------------------|--------|----|
|                                                                                                 | Yes    | No |
| (i) unrelated organizations . . . . .                                                           | 3a(i)  |    |
| (ii) related organizations . . . . .                                                            | 3a(ii) |    |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . . | 3b     |    |

4

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

Part VI

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

| Description of investment                                                                            | (a) Cost or other basis (investment) | (b)Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------|------------------------------|----------------|
| 1a Land . . . . .                                                                                    |                                      | 1,172,747                      |                              | 1,172,747      |
| b Buildings . . . . .                                                                                |                                      | 2,973,849                      | 534,747                      | 2,439,102      |
| c Leasehold improvements . . . . .                                                                   |                                      |                                |                              |                |
| d Equipment . . . . .                                                                                |                                      | 184,276                        | 127,338                      | 56,938         |
| e Other . . . . .                                                                                    |                                      | 79,090                         | 56,953                       | 22,137         |
| Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . . |                                      |                                |                              | 3,690,924      |



| Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements |                                                                                 |    |           |
|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|----|-----------|
| 1                                                                                    | Total revenue (Form 990, Part VIII, column (A), line 12)                        | 1  | 1,934,668 |
| 2                                                                                    | Total expenses (Form 990, Part IX, column (A), line 25)                         | 2  | 2,048,458 |
| 3                                                                                    | Excess or (deficit) for the year Subtract line 2 from line 1                    | 3  | -113,790  |
| 4                                                                                    | Net unrealized gains (losses) on investments                                    | 4  |           |
| 5                                                                                    | Donated services and use of facilities                                          | 5  | 109,296   |
| 6                                                                                    | Investment expenses                                                             | 6  |           |
| 7                                                                                    | Prior period adjustments                                                        | 7  |           |
| 8                                                                                    | Other (Describe in Part XIV)                                                    | 8  | -109,296  |
| 9                                                                                    | Total adjustments (net) Add lines 4 - 8                                         | 9  | 0         |
| 10                                                                                   | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 10 | -113,790  |

| Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return |                                                                                            |    |           |
|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----|-----------|
| 1                                                                                           | Total revenue, gains, and other support per audited financial statements . . . . .         | 1  | 2,043,964 |
| 2                                                                                           | Amounts included on line 1 but not on Form 990, Part VIII, line 12                         |    |           |
| a                                                                                           | Net unrealized gains on investments . . . . .                                              | 2a |           |
| b                                                                                           | Donated services and use of facilities . . . . .                                           | 2b | 109,296   |
| c                                                                                           | Recoveries of prior year grants . . . . .                                                  | 2c |           |
| d                                                                                           | Other (Describe in Part XIV) . . . . .                                                     | 2d |           |
| e                                                                                           | Add lines 2a through 2d . . . . .                                                          | 2e | 109,296   |
| 3                                                                                           | Subtract line 2e from line 1 . . . . .                                                     | 3  | 1,934,668 |
| 4                                                                                           | Amounts included on Form 990, Part VIII, line 12, but not on line 1                        |    |           |
| a                                                                                           | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                 | 4a |           |
| b                                                                                           | Other (Describe in Part XIV) . . . . .                                                     | 4b |           |
| c                                                                                           | Add lines 4a and 4b . . . . .                                                              | 4c | 0         |
| 5                                                                                           | Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . . | 5  | 1,934,668 |

| Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return |                                                                                             |    |           |
|------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|----|-----------|
| 1                                                                                              | Total expenses and losses per audited financial statements . . . . .                        | 1  | 2,157,754 |
| 2                                                                                              | Amounts included on line 1 but not on Form 990, Part IX, line 25                            |    |           |
| a                                                                                              | Donated services and use of facilities . . . . .                                            | 2a | 109,296   |
| b                                                                                              | Prior year adjustments . . . . .                                                            | 2b |           |
| c                                                                                              | Other losses . . . . .                                                                      | 2c |           |
| d                                                                                              | Other (Describe in Part XIV) . . . . .                                                      | 2d |           |
| e                                                                                              | Add lines 2a through 2d . . . . .                                                           | 2e | 109,296   |
| 3                                                                                              | Subtract line 2e from line 1 . . . . .                                                      | 3  | 2,048,458 |
| 4                                                                                              | Amounts included on Form 990, Part IX, line 25, but not on line 1:                          |    |           |
| a                                                                                              | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                  | 4a |           |
| b                                                                                              | Other (Describe in Part XIV) . . . . .                                                      | 4b |           |
| c                                                                                              | Add lines 4a and 4b . . . . .                                                               | 4c | 0         |
| 5                                                                                              | Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . . | 5  | 2,048,458 |

| Part XIV Supplemental Information                                                                                                                                                                                                                                                                              |                  |                                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|---------------------------------------------------------------------------------|
| Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information. |                  |                                                                                 |
| Identifier                                                                                                                                                                                                                                                                                                     | Return Reference | Explanation                                                                     |
| Part XI, Line 8 - Other Adjustments                                                                                                                                                                                                                                                                            |                  | donated services and use of facilities revenue excluded from tax return -109296 |

Schedule J  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees  
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization  
THE SHEEPFOLD INC

Employer identification number  
95-3426900

Part I

Questions Regarding Compensation

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |     |    |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes | No |
| 1a | Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items<br><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div> |     |    |
| b  | If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1b  |    |
| 2  | Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 2   |    |
| 3  | Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply<br><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>                                                                                                                                                                                                       |     |    |
| 4  | During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization<br><div><div>a Receive a severance payment or change-of-control payment?</div><div>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div><div>c Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III                                                                                                                                                                                                                                                                                                            | 4a  | No |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 4b  | No |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 4c  | No |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |     |    |
| 5  | Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.<br>For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of<br><div><div>a The organization?</div><div>b Any related organization?</div></div> If "Yes," to line 5a or 5b, describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 5a  | No |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 5b  | No |
| 6  | For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of<br><div><div>a The organization?</div><div>b Any related organization?</div></div> If "Yes," to line 6a or 6b, describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 6a  | No |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 6b  | No |
| 7  | For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 7   | No |
| 8  | Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 8   | No |
| 9  | If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 9   |    |

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

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

[illegible]



**Part III**   **Supplemental Information**

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

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

SCHEDULE M  
(Form 990)

NonCash Contributions

OMB No 1545-0047

2009

Open to Public Inspection

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

Name of the organization  
THE SHEEPFOLD INC

Employer identification number  
95-3426900

Part I

Types of Property

|                                                                            | (a)<br>Check<br>if<br>applicable | (b)<br>Number of Contributions | (c)<br>Revenues reported on<br>Form 990, Part VIII, line<br>1g | (d)<br>Method of determining<br>revenues |
|----------------------------------------------------------------------------|----------------------------------|--------------------------------|----------------------------------------------------------------|------------------------------------------|
| 1 Art—Works of art . . . . .                                               |                                  |                                |                                                                |                                          |
| 2 Art—Historical treasures . . . . .                                       |                                  |                                |                                                                |                                          |
| 3 Art—Fractional interests . . . . .                                       |                                  |                                |                                                                |                                          |
| 4 Books and publications . . . . .                                         |                                  |                                |                                                                |                                          |
| 5 Clothing and household<br>goods . . . . .                                | X                                |                                | 186,327                                                        | fair market value                        |
| 6 Cars and other vehicles . . . . .                                        | X                                | 20                             | 30,090                                                         | fair market value                        |
| 7 Boats and planes . . . . .                                               |                                  |                                |                                                                |                                          |
| 8 Intellectual property . . . . .                                          |                                  |                                |                                                                |                                          |
| 9 Securities—Publicly traded . . . . .                                     |                                  |                                |                                                                |                                          |
| 10 Securities—Closely held stock . . . . .                                 |                                  |                                |                                                                |                                          |
| 11 Securities—Partnership, LLC,<br>or trust interests . . . . .            |                                  |                                |                                                                |                                          |
| 12 Securities—Miscellaneous . . . . .                                      |                                  |                                |                                                                |                                          |
| 13 Qualified conservation<br>contribution—Historic<br>structures . . . . . |                                  |                                |                                                                |                                          |
| 14 Qualified conservation<br>contribution—Other . . . . .                  |                                  |                                |                                                                |                                          |
| 15 Real estate—Residential . . . . .                                       |                                  |                                |                                                                |                                          |
| 16 Real estate—Commercial . . . . .                                        |                                  |                                |                                                                |                                          |
| 17 Real estate—Other . . . . .                                             |                                  |                                |                                                                |                                          |
| 18 Collectibles . . . . .                                                  |                                  |                                |                                                                |                                          |
| 19 Food inventory . . . . .                                                | X                                | 419                            | 76,183                                                         | fair market value                        |
| 20 Drugs and medical supplies . . . . .                                    |                                  |                                |                                                                |                                          |
| 21 Taxidermy . . . . .                                                     |                                  |                                |                                                                |                                          |
| 22 Historical artifacts . . . . .                                          |                                  |                                |                                                                |                                          |
| 23 Scientific specimens . . . . .                                          |                                  |                                |                                                                |                                          |
| 24 Archeological artifacts . . . . .                                       |                                  |                                |                                                                |                                          |
| other misc                                                                 |                                  |                                |                                                                |                                          |
| 25 Other ► ( <u>supplies</u> ) . . . . .                                   | X                                | 48                             | 5,024                                                          | fair market value                        |
| 26 Other ► ( <u>          </u> ) . . . . .                                 |                                  |                                |                                                                |                                          |
| 27 Other ► ( <u>          </u> ) . . . . .                                 |                                  |                                |                                                                |                                          |
| 28 Other ► ( <u>          </u> ) . . . . .                                 |                                  |                                |                                                                |                                          |

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

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

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

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

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

b If "Yes," describe in Part II

33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II

Yes

No

No

Yes

Yes

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

Cat No 51227J

Schedule M (Form 990) 2009

Part II

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

| Identifier      | Return Reference | Explanation                                                                        |
|-----------------|------------------|------------------------------------------------------------------------------------|
| Third Party Use | Part I, Line 32b | contract with a vendor, Riteway Charities, to process some of the donated vehicles |

SCHEDULE O

(Form 990)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on

Form 990 or to provide any additional information.

▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public

Inspection

Name of the organization

THE SHEEPFOLD INC

Employer identification number

95-3426900

| Identifier                                                | Return Reference         | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|-----------------------------------------------------------|--------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Form 990, Part VI, Section B, line 11                     |                          | THE AUDIT COMMITTEE, APPROVED BY THE BOARD OF DIRECTORS, PERFORMED A DETAIL REVIEW OF THE FORM 990 AFTER THIS REVIEW THE FORM 990 WAS PRESENTED TO THE BOARD FOR REVIEW and APPROVAL PRIOR TO its FILING                                                                                                                                                                                                                                                                                                                     |
| Form 990, Part VI, Section B, line 12c                    |                          | A WRITTEN CONFLICT OF INTEREST POLICY AND FORM IS REVIEWED AND SIGNED BY EACH BOARD MEMBER ANNUALLY                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Form 990, Part VI, Section B, line 15                     |                          | Compensation Committee approves compensation of top management Organization also utilizes Form 990 of other organizations, w ritten employment contract, compensation survey, approval by Board to establish that compensation is reasonable                                                                                                                                                                                                                                                                                 |
| Form 990, Part VI, Section C, line 19                     |                          | THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC AT THE MAIN OFFICE COPIES ARE PROVIDED UPON REQUEST VIA MAIL OR E-MAIL                                                                                                                                                                                                                                                                                                                             |
| FORM 990, PART XI, LINE 2C                                | AUDIT COMMITTEE          | THE BOARD OF DIRECTORS HAS CONSUTED AN AUDIT COMMITTEE AND DELEGATED TO THAT COMMITTEE THE RESPONSIBILITY FOR ENGAGING INDEPENDENT AUDITORS AND MONITORING THE AUDIT PROCESS THIS STRUCTURE HAS BEEN IN EFFECT IN PRIOR YEARS AND WAS NOT CHANGED IN 2009                                                                                                                                                                                                                                                                    |
| page 6, PART VI, SECTION B POLICIES, QUESTION 13, 14, 16A | EXPLANATION FOR POLICIES | THE ORGANIZATION'S BOARD MODIFIED, COMPLETED AND APPROVED THE WHISTLE BLOWER POLICY, DOCUMENT RETENTION AND DESTRUCTION POLICY, NON-STANDARD GIFT ACCEPTANCE POLICY, AND INVESTMENT POLICY ON JANUARY 21, 2010 THE ORGANIZATION DOESN'T PARTICPATE IN JOINT VENTURES, HOWEVER IF THIS CHANGES THE ORGANIZATION WILL IMPLEMENT A JOINT VENTURE PARTICIPATION POLICY THE ORGANIZATION CURRENTLY DOES NOT MAKE ANY GRANTS, HOWEVER IF THIS CHANGES THE ORGANIZATION WOULD DEVELOP AND IMPLEMENT A GRANT REVIEW POLICY IF NEEDED |
| 990 PART VI SECTION B QUESTION 10a                        | LICENSE ARRANGEMENT      | THE REPORTING ORGANIZATION HAS A LICENSE ARRANGEMENT WITH THE SHEEPFOLD TEXAS, BUT THIS AGREEMENT DOES NOT INCLUDE ANY CONTROL OR MANAGEMENT AUTHORITY                                                                                                                                                                                                                                                                                                                                                                       |



Part III

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

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

Part IV

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

| (a)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Percentage<br>ownership |
|-------------------------------------------------------|-------------------------|-----------------------------------------------------------|-------------------------------------|--------------------------------------------------------|---------------------------------|------------------------------------------|--------------------------------|
|-------------------------------------------------------|-------------------------|-----------------------------------------------------------|-------------------------------------|--------------------------------------------------------|---------------------------------|------------------------------------------|--------------------------------|

Part V

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

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

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

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

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

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

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

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

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

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

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

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

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

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

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

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

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

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

|     | (a)<br>Name of other organization | (b)<br>Transaction<br>type(a-r) | (c)<br>Amount involved |
|-----|-----------------------------------|---------------------------------|------------------------|
| (1) |                                   |                                 |                        |
| (2) |                                   |                                 |                        |
| (3) |                                   |                                 |                        |
| (4) |                                   |                                 |                        |
| (5) |                                   |                                 |                        |
| (6) |                                   |                                 |                        |

Schedule R (Form 990) 2009

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

| (a)<br>Name, address, and EIN of entity | (b)<br>Primary activity | (c)<br>Legal domicile<br>(state or foreign<br>country) | (d)<br>Are all<br>partners<br>section<br>501(c)(3)<br>organizations? | (e)<br>Share of<br>end-of-year<br>assets | (f)<br>Disproportionate<br>allocations? | (g)<br>Code V—UBI<br>amount in box<br>20 of Schedule K-1<br>(Form 1065) | (h)<br>General or<br>managing<br>partner? |
|-----------------------------------------|-------------------------|--------------------------------------------------------|----------------------------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|-------------------------------------------|
|                                         |                         |                                                        | Yes No                                                               |                                          | Yes No                                  |                                                                         | Yes No                                    |