

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)  
The organization may have to use a copy of this return to satisfy state reporting requirements.

**A** For the 2006 calendar year, or tax year beginning **7/01/06**, and ending **6/30/07**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	<b>C</b> Name of organization <b>SOLES4SOULS, INC.</b>		<b>D</b> Employer identification number <b>20-4023482</b>
		Number and street (or P.O. box if mail is not delivered to street address) <b>2900 LEBANON ROAD</b>		Room/suite <b>210</b>
		City or town, state or country, and ZIP + 4 <b>LEBANON TN 37214</b>		<b>F</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and are not applicable to section 527 organizations. I

H(a) Is this a group return for affiliates?  Yes  No

H(b) If "Yes," enter number of affiliates

H(c) Are all affiliates included?  Yes  No  
(If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling?  Yes  No

**G** Website: **WWW.SOLES4SOULS.ORG**

**J** Organization type (check only one)  501(c) ( **3** ) (insert no.)  4947(a)(1) or  527

**K** Check here  if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **15,731,934**

**I** Group Exemption Number

**M** Check  if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)**

<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, and similar amounts received:			
	<b>a</b> Contributions to donor advised funds	1a		
	<b>b</b> Direct public support (not included on line 1a)	1b	<b>14,978,326</b>	
	<b>c</b> Indirect public support (not included on line 1a)	1c		
	<b>d</b> Government contributions (grants) (not included on line 1a)	1d		
	<b>e</b> Total (add lines 1a through 1d) (cash \$ <b>7,299,374</b> noncash \$ <b>7,678,952</b> )	1e		<b>14,978,326</b>
	<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93)	2		<b>473,766</b>
	<b>3</b> Membership dues and assessments	3		
	<b>4</b> Interest on savings and temporary cash investments	4		<b>141,780</b>
	<b>5</b> Dividends and interest from securities	5		
	<b>6a</b> Gross rents	6a		
	<b>b</b> Less: rental expenses	6b		
<b>c</b> Net rental income or (loss). Subtract line 6b from line 6a	6c			
<b>7</b> Other investment income (describe <input type="checkbox"/> )	7			
<b>8a</b> Gross amount from sales of assets other than inventory	(A) Securities	8a		
	(B) Other	8b		
	Less: cost or other basis and sales expenses	8c		
	Net gain or (loss). Combine line 8c, columns (A) and (B)	8d		
<b>9</b> Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	<b>a</b> Gross revenue (not including \$ _____ of contributions reported on line 1b)	9a		
	<b>b</b> Less: direct expenses other than fundraising expenses	9b		
	<b>c</b> Net income or (loss) from special events. Subtract line 9b from line 9a	9c		
<b>10a</b> Gross sales of inventory, less returns and allowances		10a		
	<b>b</b> Less: cost of goods sold	10b		
	<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c		
<b>11</b> Other revenue (from Part VII, line 103)	11		<b>138,062</b>	
<b>12</b> Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12		<b>15,731,934</b>	
<b>Expenses</b>	<b>13</b> Program services (from line 44, column (B))	13		<b>9,130,583</b>
	<b>14</b> Management and general (from line 44, column (C))	14		<b>177,466</b>
	<b>15</b> Fundraising (from line 44, column (D))	15		
	<b>16</b> Payments to affiliates (attach schedule)	16		
	<b>17</b> Total expenses. Add lines 16 and 44, column (A)	17		<b>9,308,049</b>
<b>Net Assets</b>	<b>18</b> Excess or (deficit) for the year. Subtract line 17 from line 12	18		<b>6,423,885</b>
	<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A))	19		<b>-81,927</b>
	<b>20</b> Other changes in net assets or fund balances (attach explanation) <b>SEE STATEMENT 1</b>	20		<b>3,372</b>
	<b>21</b> Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21		<b>6,345,330</b>

**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
<b>22a</b> Grants paid from donor advised funds (attach schedule) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22a			
<b>22b</b> Other grants and allocations (attach schedule) <b>STMT 2</b> (cash \$ <b>31,500</b> non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22b	31,500	31,500	
<b>23</b> Specific assistance to individuals (attach schedule) <b>STMT 3</b>	23	5,600,160	5,600,160	
<b>24</b> Benefits paid to or for members (attach schedule)	24			
<b>25a</b> Compensation of current officers, directors, key employees, etc. listed in Part V-A (attach schedule) <b>SEE STATEMENT 4</b>	25a	293,141	237,652	55,489
<b>b</b> Compensation of former officers, directors, key employees, etc. listed in Part V-B (attach schedule)	25b			
<b>c</b> Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	25c			
<b>26</b> Salaries and wages of employees not included on lines 25a, b, and c	26	393,465	341,315	52,150
<b>27</b> Pension plan contributions not included on lines 25a, b, and c	27			
<b>28</b> Employee benefits not included on lines 25a - 27	28	18,331	14,915	3,416
<b>29</b> Payroll taxes	29	46,335	39,926	6,409
<b>30</b> Professional fundraising fees	30			
<b>31</b> Accounting fees	31	9,176		9,176
<b>32</b> Legal fees	32	58,520	46,874	11,646
<b>33</b> Supplies	33	25,581	24,202	1,379
<b>34</b> Telephone	34	18,785	18,016	769
<b>35</b> Postage and shipping	35	81,899	81,899	
<b>36</b> Occupancy	36	32,949	31,993	956
<b>37</b> Equipment rental and maintenance	37			
<b>38</b> Printing and publications	38			
<b>39</b> Travel	39	36,578	36,578	
<b>40</b> Conferences, conventions, and meetings	40	5,970	5,970	
<b>41</b> Interest	41	12,562	12,562	
<b>42</b> Depreciation, depletion, etc. (attach schedule)	42	8,531	8,531	
<b>43</b> Other expenses not covered above (itemize): <b>a</b> <b>SEE STATEMENT 5</b>	43a	2,634,566	2,598,490	36,076
<b>b</b>	43b			
<b>c</b>	43c			
<b>d</b>	43d			
<b>e</b>	43e			
<b>f</b>	43f			
<b>g</b>	43g			
<b>44</b> Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	9,308,049	9,130,583	177,466

Joint Costs. Check  if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?  Yes  No  
 If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_ ; (ii) the amount allocated to Program services \$ \_\_\_\_\_ ;  
 (iii) the amount allocated to Management and general \$ \_\_\_\_\_ ; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose?

► SUPPLYING SHOES WORLD-WIDE TO PEOPLE IN NEED.

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

a SOLES4SOULS, INC. CONDUCTS CAMPAIGNS TO OBTAIN SHOES FROM MANUFACTURERS, RETAIL STORES, CHURCHES, AND SOCIAL AGENCIES TO SUPPLY SHOES TO PEOPLE IN NEED, IN DISASTERS, AND IN POOR FOREIGN COUNTRIES. THE DONATIONS TO PEOPLE IN FOREIGN COUNTRIES ARE THROUGH DOMESTIC CHARITIES WHO ALREADY SERVE PEOPLE IN THOSE COUNTRIES.

(Grants and allocations \$ 31,500 ) If this amount includes foreign grants, check here

9,122,052

b (Grants and allocations \$ ) If this amount includes foreign grants, check here

c (Grants and allocations \$ ) If this amount includes foreign grants, check here

d (Grants and allocations \$ ) If this amount includes foreign grants, check here

e Other program services (attach schedule) (Grants and allocations \$ ) If this amount includes foreign grants, check here

f Total of Program Service Expenses (should equal line 44, column (B), Program services) 9,122,052

**Part IV Balance Sheets (See the instructions.)**

		(A)		(B)		
		Beginning of year		End of year		
<b>Note:</b> Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.						
		33,280	45	1,719		
			46	4,286,212		
<b>Assets</b>	45 Cash-non-interest-bearing .....					
	46 Savings and temporary cash investments .....					
	47a Accounts receivable .....	47a	13,430			
	b Less: allowance for doubtful accounts .....	47b		2,312	47c	13,430
	48a Pledges receivable .....	48a				
	b Less: allowance for doubtful accounts .....	48b			48c	
	49 Grants receivable .....				49	
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule) .....				50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (att. schedule) .....				50b	
	51a Other notes and loans receivable (attach schedule) .....	51a				
	b Less: allowance for doubtful accounts .....	51b			51c	
	52 Inventories for sale or use .....				52	2,188,119
	53 Prepaid expenses and deferred charges .....				53	22,588
	54a Investments—publicly-traded securities .....				54a	
	b Investments—other securities (attach schedule) .....				54b	
55a Investments-land, buildings, and equipment: basis .....	55a	156,675				
b Less: accumulated depreciation (attach schedule) <b>SEE STATEMENT 6</b> .....	55b	8,530	5,808	55c	148,145	
58 Investments-other (attach schedule) .....				56		
57a Land, buildings, and equipment: basis .....	57a					
b Less: accumulated depreciation (attach schedule) .....	57b			57c		
58 Other assets, including program-related investments (describe ► <b>SEE STATEMENT 7</b> ) .....				58	2,821	
59 <b>Total assets</b> (must equal line 74). Add lines 45 through 58 .....		41,400	59	6,663,034		
<b>Liabilities</b>	60 Accounts payable and accrued expenses .....		71,827	60	104,065	
	61 Grants payable .....			61		
	62 Deferred revenue .....			62		
	63 Loans from officers, directors, trustees, and key employees (attach schedule) <b>SEE WORKSHEET</b> .....		51,500	63		
	64a Tax-exempt bond liabilities (attach schedule) .....			64a		
	b Mortgages and other notes payable (attach schedule) <b>SEE WORKSHEET</b> .....			64b	210,763	
	65 Other liabilities (describe ► <b>SEE STATEMENT 8</b> ) .....			65	2,876	
66 <b>Total liabilities.</b> Add lines 60 through 65 .....		123,327	66	317,704		
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 67 through 69 and lines 73 and 74.</b>					
	67 Unrestricted .....		-81,927	67	6,345,330	
	68 Temporarily restricted .....			68		
	69 Permanently restricted .....			69		
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 70 through 74.</b>					
	70 Capital stock, trust principal, or current funds .....			70		
	71 Paid-in or capital surplus, or land, building, and equipment fund .....			71		
	72 Retained earnings, endowment, accumulated income, or other funds .....			72		
	73 <b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21) .....		-81,927	73	6,345,330	
	74 <b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73 .....		41,400	74	6,663,034	





Part VII Other Information (continued)

		Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
82b			
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
83b			
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
84b			
85a	501(c)(4), (5), or (6) organizations. Were substantially all dues nondeductible by members?	N/A	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	N/A	
85b			
c	Dues, assessments, and similar amounts from members	85c	
d	Section 162(e) lobbying and political expenditures	85d	
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	N/A	
85g			
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	N/A	
85h			
86a	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12		
b	Gross receipts, included on line 12, for public use of club facilities	86b	
86b			
87a	501(c)(12) orgs. Enter: a Gross income from members or shareholders		
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	
87b			
88a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
88a			
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		X
88b			
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 $\blacktriangleright$ 0 ; section 4912 $\blacktriangleright$ 0 ; section 4955 $\blacktriangleright$ 0		
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
89b			
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 $\blacktriangleright$ 0		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization $\blacktriangleright$ 0		
89c			
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
89e			
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
89f			
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
89g			
90a	List the states with which a copy of this return is filed $\blacktriangleright$ NONE		
b	Number of employees employed in the pay period that includes March 12, 2006 (See instructions.)	90b	4
90b			
91a	The books are in care of $\blacktriangleright$ TIM DEATS 2900 LEBANON ROAD SUITE 210 Located at $\blacktriangleright$ NASHVILLE, TN	Telephone no. $\blacktriangleright$ 615-391-5723 ZIP + 4 $\blacktriangleright$ 37214	
b	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)? If "Yes," enter the name of the foreign country $\blacktriangleright$ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	Yes No 91b	X
91b			

Form 990 (2006)

**Part VI Other Information (continued)**

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c  Yes  No

If "Yes," enter the name of the foreign country ▶

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here ▶   
and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92

**Part VII Analysis of Income-Producing Activities (See the instructions.)**

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a SALES OF SALVAGE			5	473,766	
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	141,780	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b WSA OPENING NIGHT					137,300
c OTHER INCOME			1	762	
d					
e					
104 Subtotal (add columns (B), (D), and (E))			0	616,308	137,300
105 Total (add line 104, columns (B), (D), and (E))					753,608

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)**

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
103B	THESE RECEIPTS ENABLE THE ENTITY TO SUPPLY SHOES TO PEOPLE IN NEED.

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)**

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)**

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

**Part XI Information Regarding Transfers To and From Controlled Entities.** Complete only if the organization is a controlling organization as defined in section 512(b)(13).

**106** Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	<b>X</b>

	(A) Name, address, of each controlled entity	(B) Employer ID Number	(C) Description of transfer	(D) Amount of transfer
a	.....			
b	.....			
c	.....			
<b>Totals</b>				

**107** Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	<b>X</b>

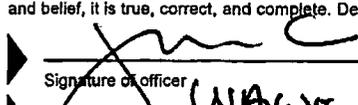
	(A) Name, address, of each controlled entity	(B) Employer ID Number	(C) Description of transfer	(D) Amount of transfer
a	.....			
b	.....			
c	.....			
<b>Totals</b>				

**108** Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No

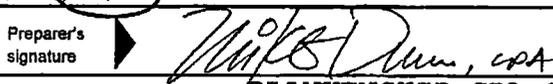
**Please Sign Here**

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

Signature of officer:  Date: **11-10-08**

Type or print name and title: **WAYNE EISEY, Founder - Chairman of Board - CEO**

**Paid Preparer's Use Only**

Preparer's signature:  Date: **1.8.2008**

Check if self-employed:

Preparer's SSN or PTIN (See Gen. Instr. X): **P00038531**

Firm's name (or yours if self-employed), address, and ZIP + 4: **BLANKENSHIP CPA GROUP, PLLC  
109 WESTPARK DRIVE, SUITE 430  
BRENTWOOD, TN 37027-5032**

EIN: **45-0491842**

Phone no.: **615-373-3771**

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**Organization Exempt Under Section 501(c)(3)**

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),  
or 4947(a)(1) Nonexempt Charitable Trust

OMB No. 1545-0047

**2006**

Department of the Treasury  
Internal Revenue Service

**Supplementary Information-(See separate instructions.)**

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

**SOLES4SOULS, INC.**

Employer identification number  
**20-4023482**

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See page 2 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Comp.	(d) Contrib. to empl. ben. plans & deferred comp.	(e) Expense account & other allowances
NONE				
Total number of other employees paid over \$50,000 ▶				

**Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

**Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services**  
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services ▶		

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

Schedule A (Form 990 or 990-EZ) 2006

Part III Statements About Activities (See page 2 of the instructions.)

Yes No

<p>1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.)</p>	1		X
<p>Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.</p>			
<p>2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)</p>			
<p>a Sale, exchange, or leasing of property? SEE STATEMENT 11</p>	2a	X	
<p>b Lending of money or other extension of credit? SEE STATEMENT 12</p>	2b	X	
<p>c Furnishing of goods, services, or facilities?</p>	2c		X
<p>d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990</p>	2d	X	
<p>e Transfer of any part of its income or assets?</p>	2e		X
<p>3a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)</p>	3a		X
<p>b Did the organization have a section 403(b) annuity plan for its employees?</p>	3b		X
<p>c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement</p>	3c		X
<p>d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?</p>	3d		X
<p>4a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g</p>	4a		X
<p>b Did the organization make any taxable distributions under section 4966?</p>	4b		
<p>c Did the organization make a distribution to a donor, donor advisor, or related person?</p>	4c		
<p>d Enter the total number of donor advised funds owned at the end of the tax year ▶ _____</p>			
<p>e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶ _____</p>			
<p>f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶ _____</p>			0
<p>g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶ _____</p>			0

**Part IV Reason for Non-Private Foundation Status** (See pages 4 through 7 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only ONE applicable box.)

- 5  A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6  A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7  A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8  A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9  A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► .....
- 10  An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the Support Schedule in Part IV-A.)
- 11a  An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
- 11b  A community trust. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
- 12  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 charitable, etc., 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). (Also complete the Support Schedule in Part IV-A.)
- 13  An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:  
 Type I     Type II     Type III-Functionally Integrated     Type III-Other

Provide the following information about the supported organizations. (See page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
<b>Total</b> .....					►

- 14  An organization organized and operated to test for public safety. Section 509(a)(4). (See page 7 of the instructions.)

**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.

**Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	8,816				8,816
16 Membership fees received					0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	106,179				106,179
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					0
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					0
23 Total of lines 15 through 22	114,995				114,995
24 Line 23 minus line 17	8,816				8,816
25 Enter 1% of line 23	1,150				

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24	26a	176
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts	26b	6,682
c Total support for section 509(a)(1) test: Enter line 24, column (e)	26c	8,816
d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b <u>6,682</u>	26d	6,682
e Public support (line 26c minus line 26d total)	26e	2,134
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f	24.2060%

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A

(2005) \_\_\_\_\_ (2004) \_\_\_\_\_ (2003) \_\_\_\_\_ (2002) \_\_\_\_\_

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A

(2005) \_\_\_\_\_ (2004) \_\_\_\_\_ (2003) \_\_\_\_\_ (2002) \_\_\_\_\_

c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____	27c	
d Add: Line 27a total _____ and line 27b total _____	27d	
e Public support (line 27c total minus line 27d total)	27e	
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)	27f	
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	27g	%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	27h	%

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 9 of the instructions.)

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		N/A	Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?			
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?			
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
32	Does the organization maintain the following:			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?  If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)	32d		
33	Does the organization discriminate by race in any way with respect to:			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?  If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)	33h		
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35		

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 10 of the instructions.)  
 (To be completed **ONLY** by an eligible organization that filed Form 5768) **N/A**

Check  a if the organization belongs to an affiliated group. Check  b if you checked "a" and "limited control" provisions apply.

**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for all electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying) .....	37		
38 Total lobbying expenditures (add lines 36 and 37) .....	38		
39 Other exempt purpose expenditures .....	39		
40 Total exempt purpose expenditures (add lines 38 and 39) .....	40		
41 Lobbying nontaxable amount. Enter the amount from the following table-			
If the amount on line 40 is-			
Not over \$500,000 .....	20% of the amount on line 40		
Over \$500,000 but not over \$1,000,000 .....	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000 .....	\$175,000 plus 10% of the excess over \$1,000,000	41	
Over \$1,500,000 but not over \$17,000,000 .....	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000 .....	\$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41) .....	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 .....	43		
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 .....	44		

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.)

See the instructions for lines 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45 Lobbying nontaxable amount .....					
46 Lobbying ceiling amount (150% of line 45(e)) .....					
47 Total lobbying expenditures .....					
48 Grassroots nontaxable amount .....					
49 Grassroots ceiling amount (150% of line 48(e)) .....					
50 Grassroots lobbying expenditures .....					

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.) **N/A**

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

	Yes	No	Amount
a Volunteers .....			
b Paid staff or management (Include compensation in expenses reported on lines c through h.) .....			
c Media advertisements .....			
d Mailings to members, legislators, or the public .....			
e Publications, or published or broadcast statements .....			
f Grants to other organizations for lobbying purposes .....			
g Direct contact with legislators, their staffs, government officials, or a legislative body .....			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means .....			
i Total lobbying expenditures (Add lines c through h.) .....			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.



Forms <b>990 / 990-PF</b>	<b>Loans from Officers, Directors, Trustees, and Key Employees or Other Disqualified Persons</b>	<b>2006</b>
For calendar year 2006, or tax year beginning <b>7/01/06</b> , and ending <b>6/30/07</b>		

Name <b>SOLES4SOULS, INC.</b>	Employer Identification Number <b>20-4023482</b>
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**FORM 990, PART IV, LINE 63 - ADDITIONAL INFORMATION**

	Name of lender	Title
(1)	<b>PAUL WILSON</b>	<b>BOARD MEMBER</b>
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)	<b>51,500</b>	<b>VARIOUS</b>	<b>VARIOUS</b>	<b>ON DEMAND</b>	<b>0.000</b>
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

	Security provided by borrower	Purpose of loan
(1)	<b>NONE</b>	<b>CASH FLOW</b>
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)		<b>51,500</b>	
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
	<b>Totals</b>	<b>51,500</b>	

Forms <b>990 / 990-PF</b>	<b>Mortgages and Other Notes Payable</b>	<b>2006</b>
For calendar year 2006, or tax year beginning <b>7/01/06</b> , and ending <b>6/30/07</b>		

Name <b>SOLES4SOULS, INC.</b>	Employer Identification Number <b>20-4023482</b>
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**FORM 990, PART IV, LINE 64B - ADDITIONAL INFORMATION**

Name of lender	Relationship to disqualified person
(1) <b>FIRST BANK</b>	
(2) <b>CEDARSTONE BANK</b>	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) <b>100,050</b>	<b>10/06/06</b>	<b>10/06/07</b>	<b>LINE OF CREDIT</b>	<b>9.250</b>
(2) <b>250,000</b>	<b>1/09/07</b>	<b>10/09/07</b>	<b>LINE OF CREDIT</b>	<b>6.500</b>
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1) <b>UNSECURED</b>	<b>CASH FLOW</b>
(2) <b>CERTIFICATES OF DEPOSIT</b>	<b>CASH FLOW</b>
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)		<b>19,991</b>
(2)		<b>190,772</b>
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Totals</b>		<b>210,763</b>

SOLES4SOULS SOLES4SOULS, INC.

20-4023482

FYE: 6/30/2007

**Federal Statements**

**Statement 1 - Form 990, Line 20 - Other Changes in Net Assets or Fund Balances**

Description	Amount
PRIOR PERIOD AUDIT ADJUSTMENT	\$ 3,372
TOTAL	\$ 3,372

**Statement 2 - Form 990, Part II, Line 22b - Other Grants and Allocations**

Name Address	Relationship to Org	Class of Activity	Date Gif			
Description of Property	Cash Contrib	NonCash Contrib	Book Value	BV Explantn	FMV Explantn	
ARTS OFF BROADWAY PO BOX 3376 ESCONDIDO CA 92033	\$ 500	NONE				11/28
TWO TEN FOOTWEAR FOUNDATION, INC. 1466 MAIN ST. WALTHAM MA 02451	28,000		ALL AFF. W/ WSA TRST			
THE LEUKEMIA & LYMPHOMA SOCIETY 404 BNA DRIVE STE. 102 NASHVILLE TN 37217	1,000	NONE				
2ND HARVEST FOOD BANK OF TN 331 GREAT CIRCLE ROAD NASHVILLE TN 37228	1,000	NONE				
MORNING STAR SANCTUARY CONFIDENTIAL TO PROTECT BATTERED MADISON TN	1,000	NONE				
TOTAL	\$ 31,500	\$ 0		\$ 0		

**Statement 3 - Form 990, Part II, Line 23 - Specific Assistance to Individuals**

Description	Amount
SHOES DISTRIBUTED	\$ 5,600,160
TOTAL	\$ 5,600,160

**Statement 4 - Form 990, Part II, Line 25a - Compensation of Current Officers**

Name	Program Services	Management & General	Fundraising
EXPENSES	\$	\$	\$
COMPENSATION	237,652	55,489	
TOTAL	<u>\$ 237,652</u>	<u>\$ 55,489</u>	<u>\$ 0</u>

**Statement 5 - Form 990, Part II, Line 43 - Other Functional Expenses**

Description	Total Expenses	Program Service	Mgt & General	Fund- Raising
SALES OF SALVAGE	\$	\$	\$	\$
COST OF SALVAGE	605,459	605,459		
EXPENSES				
CONTRACT LABOR	21,570	21,570		
ADVERTISING	241,468	241,468		
CONSULTING FEES	8,675		8,675	
AUTOMOBILE EXPENSE	18,125	18,125		
REPAIRS AND MAINTENANCE	6,373	6,373		
OTHER TAXES	796	71	725	
BANK FEES	2,359	883	1,476	
DUES AND SUBSCRIPTIONS	3,281		3,281	
INSURANCE	10,686	941	9,745	
UTILITIES	4,275	4,275		
CONCERT EXPENSE	1,587,519	1,587,519		
OTHER PERSONNEL EXPENSES	54,614	52,051	2,563	
NON PERSONNEL EXPENSES	1,654	1,654		
LODGING	24,682	24,682		
OFFICE EQUIPMENT EXPENSE	3,452	1,306	2,146	
MEALS AND ENTERTAINMENT	14,334	14,334		
WAREHOUSE EQUIPMENT EXPENSE	8,539	8,539		
OUTSIDE COMPUTER EXPENSE	3,970	3,970		
SHOE DRIVE	3,774	3,774		
MISCELLANEOUS EXPENSE	8,961	1,496	7,465	
TOTAL	<u>\$ 2,634,566</u>	<u>\$ 2,598,490</u>	<u>\$ 36,076</u>	<u>\$ 0</u>

**Federal Statements**

**Statement 6 - Form 990, Part IV, Line 55 - Investments in Land, Buildings, and Equipment**

Description	Beginning of Year	Accum Deprec	End of Year	Accum Deprec
FIXED ASSETS				
	\$ 5,808	\$	\$ 156,675	\$ 8,530
TOTAL	\$ 5,808	\$ 0	\$ 156,675	\$ 8,530

**Statement 7 - Form 990, Part IV, Line 58 - Other Assets**

Description	Beginning of Year	End of Year
DEPOSITS & OTHER CURRENT ASSETS	\$	\$ 2,821
TOTAL	\$ 0	\$ 2,821

**Statement 8 - Form 990, Part IV, Line 65 - Other Liabilities**

Description	Beginning of Year	End of Year
ACCRUED EXPENSES	\$	\$ 2,876
TOTAL	\$ 0	\$ 2,876

**Statement 9 - Form 990, Part V-A, Line 75b - Related Party Information**

Related Party One	Related Party Two	Relationship
PAUL WILSON SOLES 4 SOULS PRESIDENT	NELSON WILSON SOLES 4 SOULS DIRECTOR	BROTHERS ON SOLES 4 SOULS BRD
KEVIN GAUGHARY SOLES 4 SOULS COO	WAYNE ELSEY SOLES 4 SOULS CEO	ON WSA CHAR TRST BRD TOGETHER
WAYNE ELSEY SOLES 4 SOULS CEO	DAVID DIPASQUALE TWO TEN FOOTWEAR FOUNDATION DIRECTOR	ON WSA CHAR TRST BRD TOGETHER
SOLES 4 SOULS	TWO TEN FOOTWEAR FOUNDATION	RECIPIENTS OF WSA CHAR GRANTS

**Statement 10 - Form 990, Part VI, Line 80b - Name of Related Organization(s)**

Name of related organization(s)	Type
WSA CHARITABLE TRUST	EXEMPT
TWO TEN FOOTWEAR FOUNDATION, INC.	EXEMPT

**Statement 11 - Schedule A, Part III, Line 2a - Sale, Exchange, or Lease of Property**

Description

THE ORGANIZATION PURCHASED A VEHICLE FROM WAYNE ELSEY, CEO OF THE ORGANIZATION, FOR \$16,500. THIS WAS HANDLED AS AN ARMS LENGTH TRANSACTION AND THE PRICE WAS EQUAL TO OR LESS THAN FAIR MARKET VALUE.

SOLES4SOULS SOLES4SOULS, INC.

20-4023482

**Federal Statements**

FYE: 6/30/2007

**Statement 12 - Schedule A, Part III, Line 2b - Lending of Money or Extension of Credit**

Description

PAUL WILSON, PRESIDENT OF OUTREACH, EXTENDED A LOAN TO THE ORGANIZATION DURING THE PRIOR FISCAL YEAR. THERE WAS NO INTEREST CHARGED TO THE ORGANIZATION AND THE PROCEEDS WERE USED FOR OPERATING EXPENSES DURING THE INITIAL MONTHS OF FORMATION. THE BALANCE WAS REPAID IN FULL DURING THE CURRENT FISCAL YEAR.