

Form **8879-EO****IRS e-file Signature Authorization  
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2012, or fiscal year beginning JUL 1, 2012, and ending JUN 30, 20 13**2012**Department of the Treasury  
Internal Revenue Service▶ **Do not send to the IRS. Keep for your records.**

Name of exempt organization

Employer identification number

**SOLES4SOULS, INC.****20-4023482**

Name and title of officer

**EARNEST C TEASTER III  
CEO****Part I Type of Return and Return Information** (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12) .....	1b <b>49898415</b>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9) .....	2b
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22) .....	3b
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5) .....	4b
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c) .....	5b

**Part II Declaration and Signature Authorization of Officer**

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize **KRAFTCPAS PLLC**

ERO firm name

to enter my PIN **18509**Enter five numbers, but  
do not enter all zeros

as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶

Date ▶ **17 MAY 2014****Part III Certification and Authentication**

**ERO's EFIN/PIN.** Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

**62570798765**

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶

**Kevin J. Dastaler, CPA**Date ▶ **03/07/14**

**ERO Must Retain This Form - See Instructions  
Do Not Submit This Form To the IRS Unless Requested To Do So**

LHA For Paperwork Reduction Act Notice, see instructions.

Form **8879-EO** (2012)223051  
11-05-12

Form **990**Department of the Treasury  
Internal Revenue Service**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)

OMB No. 1545-0047

**2012**Open to Public  
Inspection

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2012 calendar year, or tax year beginning JUL 1, 2012 and ending JUN 30, 2013**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b>		<b>D Employer identification number</b>
	SOLES4SOULS, INC.		20-4023482
	Doing Business As		
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>E Telephone number</b>
	319 MARTINGALE DRIVE		615-391-5723
	City, town, or post office, state, and ZIP code		<b>G Gross receipts \$</b>
	OLD HICKORY, TN 37138		49,898,415.
	<b>F Name and address of principal officer:</b> EARNEST C TEASTER III		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	SAME AS C ABOVE		<b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No
			If "No," attach a list. (see instructions)
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(c) Group exemption number</b> ▶	
<b>J Website:</b> WWW.SOLES4SOULS.ORG		<b>L Year of formation:</b> 2006 <b>M State of legal domicile:</b> AL	
<b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			

**Part I Summary**

<b>Activities &amp; Governance</b>	1 Briefly describe the organization's mission or most significant activities: <b>SOLES4SOULS IS A GLOBAL NOT-FOR-PROFIT INSTITUTION DEDICATED TO FIGHTING THE DEVASTATING</b>	
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3 Number of voting members of the governing body (Part VI, line 1a)	4
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	61
	6 Total number of volunteers (estimate if necessary)	5000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	0.
7b Net unrelated business taxable income from Form 990-T, line 34	0.	
<b>Revenue</b>	8 Contributions and grants (Part VIII, line 1h)	Prior Year: 48,452,696. Current Year: 47,435,412.
	9 Program service revenue (Part VIII, line 2g)	3,079,610. 2,431,311.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,257. 29,139.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-45,799. 2,553.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	51,496,764. 49,898,415.
<b>Expenses</b>	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	17,387,426. 15,657,079.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,279,603. 2,482,989.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
	16b Total fundraising expenses (Part IX, column (D), line 25) ▶ 913,809.	
<b>Net Assets or Fund Balances</b>	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	31,989,140. 27,495,264.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	52,656,169. 45,635,332.
	19 Revenue less expenses. Subtract line 18 from line 12	-1,159,405. 4,263,083.
	20 Total assets (Part X, line 16)	Beginning of Current Year: 14,463,834. End of Year: 17,546,500.
	21 Total liabilities (Part X, line 26)	4,480,131. 3,299,714.
	22 Net assets or fund balances. Subtract line 21 from line 20	9,983,703. 14,246,786.

**Part II Signature Block**

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

<b>Sign Here</b>	Signature of officer	Date
	EARNEST C TEASTER III, CEO	17 March 2014
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature
	KEVIN DOSTALER	KEVIN DOSTALER
	Date	Check <input type="checkbox"/> if self-employed
	03/07/14	PTIN P01269951
	Firm's name ▶ KRAFTCPAS PLLC	Firm's EIN ▶ 62-0713250
	Firm's address ▶ 555 GREAT CIRCLE ROAD	Phone no. 615-242-7351
	NASHVILLE, TN 37228	

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

**Part III** Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒**1** Briefly describe the organization's mission:

SOLES4SOULS IS A GLOBAL NOT-FOR-PROFIT INSTITUTION DEDICATED TO FIGHTING THE DEVASTATING IMPACT AND PERPETUATION OF POVERTY. THE ORGANIZATION ADVANCES ITS ANTI-POVERTY MISSION BY COLLECTING NEW AND USED SHOES AND CLOTHES FROM INDIVIDUALS, SCHOOLS, FAITH-BASED

**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 organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code: ) (Expenses \$ 29,262,408. including grants of \$ 10,490,243. ) (Revenue \$ 1,630,688. )

SOLES4SOULS COLLECTS SHOES FROM THE FOOTWEAR INDUSTRY, INCLUDING MANUFACTURING, WHOLESALE AND RETAIL ORIENTED COMPANIES. THESE DONATIONS WILL INCLUDE FIRST-QUALITY NEW SHOES, SHOES WITH MINOR DEFECTS, AND CUSTOMER RETURNS. S4S ALSO COLLECTS SHOE DONATIONS FROM THE GENERAL PUBLIC THROUGH SHOE DRIVES HOSTED BY INDIVIDUALS, CIVIC GROUPS, SCHOOLS, CHURCHES, AND RETAIL BUSINESSES. THROUGH OUR EXTENSIVE NETWORK OF QUALIFIED CHARITABLE PARTNERS, AS WELL AS THROUGH OUR TRAVEL4SOULS VOLUNTEER PROGRAM, NEW SHOES ARE DISTRIBUTED TO PEOPLE IN NEED BOTH IN THE U.S. AND INTERNATIONALLY SUFFERING FROM CONDITIONS OF POVERTY OR THE EFFECTS OF NATURAL DISASTERS. USED SHOES ARE GRADED AND UTILIZED IN SUPPORT OF MICROENTERPRISE INITIATIVES IN DEVELOPING NATIONS. THESE SHOES WILL PROVIDE A LIVELIHOOD FOR MANY IMPOVERISHED FAMILIES,

**4b** (Code: ) (Expenses \$ 12,665,818. including grants of \$ 4,540,553. ) (Revenue \$ 705,821. )

CLOTHES4SOULS RECEIVES DONATIONS OF CLOTHING AND ACCESSORIES FROM THE APPAREL INDUSTRY. THESE DONATIONS WILL INCLUDE NEW CLOTHING FROM FIRST-QUALITY INVENTORIES, CUSTOMER RETURNS, DEFECTIVE PRODUCTS, AND ITEMS WITH COSMETIC DEFICIENCIES. SIMILAR TO THE UTILIZATION OF FOOTWEAR, NEW CLOTHING IS DISTRIBUTED TO PROVIDE SHORT TERM RELIEF INCLUDING CRISIS RELIEF SITUATIONS. CLOTHING EITHER DAMAGED OR IN NEED OF REPAIR IS USED IN SUPPORT OF MICROENTERPRISE INITIATIVES IN DEVELOPING NATIONS. AS WITH FOOTWEAR, THIS SUSTAINABLE EFFORT ULTIMATELY ADVANCES THE GLOBAL FIGHT AGAINST POVERTY.

**4c** (Code: ) (Expenses \$ 1,747,009. including grants of \$ 626,283. ) (Revenue \$ 97,355. )

HOPE4SOULS SUPPLEMENTS CRISIS RELIEF DISTRIBUTIONS THROUGH THE DONATIONS OF OTHER SUITABLE DONATED PRODUCTS RECEIVED. ITEMS DISTRIBUTED INCLUDE BOOKS, DIAPERS, AND TOYS FOR CHILDREN, DVD'S, MEDICAL EQUIPMENT, AND OTHER RELIEF SUPPLIES. THESE DONATIONS HAVE BEEN PROVIDED BY INDUSTRIAL DONORS AS WELL AS OTHER NON-GOVERNMENTAL ORGANIZATIONS.

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

(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses **43,675,235.**

Form 990 (2012)

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<input type="checkbox"/>	<input type="checkbox"/>

Form 990 (2012)

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	<b>21</b> X	
<b>22</b> 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? If "Yes," complete Schedule I, Parts I and III	<b>22</b> X	
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	<b>23</b> X	
<b>24a</b> 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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	<b>24a</b>	X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<b>24b</b>	
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	<b>24c</b>	
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<b>24d</b>	
<b>25a 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? If "Yes," complete Schedule L, Part I	<b>25a</b>	X
<b>b</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? If "Yes," complete Schedule L, Part I	<b>25b</b>	X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	<b>26</b>	X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	<b>27</b>	X
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	<b>28a</b>	X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	<b>28b</b>	X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	<b>28c</b> X	
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	<b>29</b> X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	<b>30</b>	X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	<b>31</b>	X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	<b>32</b>	X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	<b>33</b>	X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	<b>34</b> X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<b>35a</b>	X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	<b>35b</b>	
<b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	<b>36</b>	X
<b>37</b> 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? If "Yes," complete Schedule R, Part VI	<b>37</b>	X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	<b>38</b> X	

Form 990 (2012)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V ☐

		Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	<b>1a</b> 25		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	<b>1b</b> 0		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		<b>1c</b> X	
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	<b>2a</b> 61		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		<b>2b</b> X	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?			<b>3a</b> X
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			<b>3b</b>
<b>4a</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)?			<b>4a</b> X
<b>b</b> If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			<b>5a</b> X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			<b>5b</b> X
<b>c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			<b>5c</b>
<b>6a</b> 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 as charitable contributions?			<b>6a</b> X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			<b>6b</b>
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> 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?			<b>7a</b> X
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?			<b>7b</b>
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			<b>7c</b> X
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year	<b>7d</b>		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			<b>7e</b> X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<b>7f</b> X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			<b>7g</b>
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			<b>7h</b>
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			<b>8</b>
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the organization make any taxable distributions under section 4966?			<b>9a</b>
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?			<b>9b</b>
<b>10 Section 501(c)(7) organizations.</b> Enter:			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>		
<b>11 Section 501(c)(12) organizations.</b> Enter:			
<b>a</b> Gross income from members or shareholders	<b>11a</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?			<b>12a</b>
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.			<b>13a</b>
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	<b>13b</b>		
<b>c</b> Enter the amount of reserves on hand	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?			<b>14a</b> X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O			<b>14b</b>

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

Check if Schedule O contains a response to any question in this Part VI

☒**Section A. Governing Body and Management**

	1a	1b	Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year ..... If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	4			
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent .....		4		
<b>2</b> 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? .....			<input checked="" type="checkbox"/>	
<b>3</b> 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? .....				<input checked="" type="checkbox"/>
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? .....				<input checked="" type="checkbox"/>
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets? .....				<input checked="" type="checkbox"/>
<b>6</b> Did the organization have members or stockholders? .....				<input checked="" type="checkbox"/>
<b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? .....				<input checked="" type="checkbox"/>
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? .....				<input checked="" type="checkbox"/>
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
<b>a</b> The governing body? .....			<input checked="" type="checkbox"/>	
<b>b</b> Each committee with authority to act on behalf of the governing body? .....			<input checked="" type="checkbox"/>	
<b>9</b> 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 .....				<input checked="" type="checkbox"/>

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

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

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed **TN**

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

**19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **TIM DEATS - 615-391-5723**  
**319 MARTINGALE DRIVE, OLD HICKORY, TN 37138**

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

Check if Schedule O contains a response to any question in this Part VII ☒

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

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

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

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

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



Part VII	Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)
----------	--

[illegible]

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

4

	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> .....	3	X
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> .....	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> .....	5	X

## 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. Report compensation for the calendar year ending with or within the organization's tax year.

the organization. Report compensation for the calendar year ending with or within the organization's tax year.		
(A) Name and business address	(B) Description of services	(C) Compensation
NONE		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►		0

**Part VIII Statement of Revenue**Check if Schedule O contains a response to any question in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	1,552,460.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	45,882,952.				
	g Noncash contributions included in lines 1a-1f: \$		44,553,940.				
	h <b>Total.</b> Add lines 1a-1f		47,435,412.				
	<b>Program Service Revenue</b>	2 a <u>MICRO-ENTERPRISE PROGRAM</u>	Business Code 900099	2,018,506.	2,018,506.		
b <u>INTL VOLUNTEER TRAVEL FEES</u>		900099	412,805.	412,805.			
c							
d							
e							
f All other program service revenue							
g <b>Total.</b> Add lines 2a-2f			2,431,311.				
<b>Other Revenue</b>		3 Investment income (including dividends, interest, and other similar amounts)		27,239.			27,239.
		4 Income from investment of tax-exempt bond proceeds					
	5 Royalties						
	6 a Gross rents	(i) Real (ii) Personal					
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other 1,900.					
	b Less: cost or other basis and sales expenses	0.					
	c Gain or (loss)	1,900.					
	d Net gain or (loss)		1,900.			1,900.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory							
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
11 a <u>MISCELLANEOUS REVENUE</u>	900099	2,553.	2,553.				
b							
c							
d All other revenue							
e <b>Total.</b> Add lines 11a-11d		2,553.					
12 <b>Total revenue.</b> See instructions.		49,898,415.	2,433,864.	0.	29,139.		

**Part IX Statement of Functional Expenses**

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

Check if Schedule O contains a response to any question in this Part IX

☒

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>				
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	13,056,063.	13,056,063.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	2,201,016.	2,201,016.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	400,000.	400,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	930,204.	543,648.	322,892.	63,664.
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	1,267,443.	935,544.	170,561.	161,338.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	42,123.	31,067.	6,139.	4,917.
9 Other employee benefits	94,390.	65,197.	18,579.	10,614.
10 Payroll taxes	148,829.	102,355.	30,000.	16,474.
11 Fees for services (non-employees):				
a Management				
b Legal	202,196.	18,734.	183,462.	
c Accounting	61,801.		61,801.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	335,383.	95,909.	18,098.	221,376.
12 Advertising and promotion	225,107.	201,838.		23,269.
13 Office expenses	305,955.	253,227.	18,372.	34,356.
14 Information technology				
15 Royalties				
16 Occupancy	31,177.	31,177.		
17 Travel	540,143.	510,741.	14,701.	14,701.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	123,692.	92,769.	18,554.	12,369.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	181,769.	136,327.	27,265.	18,177.
23 Insurance	136,533.	102,400.	20,480.	13,653.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MICRO ENTERPRISE PROGRA	24,522,240.	24,522,240.	0.	0.
b OTHER DISTRIBUTION COST	299,761.	299,761.	0.	0.
c DIRECT MAIL EXPENSE	266,712.	0.	0.	266,712.
d BANK FEES	90,359.	0.	90,359.	0.
e All other expenses	172,436.	75,222.	45,025.	52,189.
<b>25 Total functional expenses.</b> Add lines 1 through 24e	<b>45,635,332.</b>	<b>43,675,235.</b>	<b>1,046,288.</b>	<b>913,809.</b>
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

**Part X Balance Sheet**Check if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing .....	9,696.	1	69,434.
	2 Savings and temporary cash investments .....		2	
	3 Pledges and grants receivable, net .....		3	
	4 Accounts receivable, net .....	17,132.	4	19,965.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		6	
	7 Notes and loans receivable, net .....		7	
	8 Inventories for sale or use .....	9,667,601.	8	14,042,222.
	9 Prepaid expenses and deferred charges .....	16,832.	9	21,043.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a 3,965,090.		
	b Less: accumulated depreciation .....	10b 600,599.		
		3,493,820.	10c	3,364,491.
	11 Investments - publicly traded securities .....		11	
	12 Investments - other securities. See Part IV, line 11 .....		12	
	13 Investments - program-related. See Part IV, line 11 .....		13	
	14 Intangible assets .....		14	
15 Other assets. See Part IV, line 11 .....	1,258,753.	15	29,345.	
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	14,463,834.	16	17,546,500.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	1,302,981.	17	666,855.
	18 Grants payable .....		18	
	19 Deferred revenue .....	218,292.	19	246,081.
	20 Tax-exempt bond liabilities .....		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D .....		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22	
	23 Secured mortgages and notes payable to unrelated third parties .....	2,958,858.	23	2,386,778.
	24 Unsecured notes and loans payable to unrelated third parties .....		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		25	
	26 <b>Total liabilities.</b> Add lines 17 through 25 .....	4,480,131.	26	3,299,714.
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets .....	5,345,533.	27	11,147,264.
	28 Temporarily restricted net assets .....	4,638,170.	28	3,099,522.
	29 Permanently restricted net assets .....		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds .....		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund .....		31	
	32 Retained earnings, endowment, accumulated income, or other funds .....		32	
	33 Total net assets or fund balances .....	9,983,703.	33	14,246,786.
34 <b>Total liabilities and net assets/fund balances</b> .....	14,463,834.	34	17,546,500.	

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**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	49,898,415.
2	Total expenses (must equal Part IX, column (A), line 25)	2	45,635,332.
3	Revenue less expenses. Subtract line 2 from line 1	3	4,263,083.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	9,983,703.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	14,246,786.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII ☒1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:

☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant?

If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:

☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2012)

Department of the Treasury  
Internal Revenue Service

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

OMB No. 1545-0047

# 2012

**Open to Public  
Inspection**

Name of the organization

SOLES4SOULS, INC.

Employer identification number

20-4023482

<b>Part I</b>	<b>Reason for Public Charity Status</b> (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, conference, or association of churches described in **section 170(b)(1)(A)(i).**

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

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

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

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

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

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

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

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

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

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

a ☐ Type I      b ☐ Type II      c ☐ Type III - Functionally integrated      d ☐ Type III - Non-functionally integrated

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

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

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

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

h Provide the following information about the supported organization(s).

[illegible]

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.**

Schedule A (Form 990 or 990-EZ) 2012

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	36737905.	73547614.	62016593.	48452696.	47435412.	268190220
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 <b>Total.</b> Add lines 1 through 3	36737905.	73547614.	62016593.	48452696.	47435412.	268190220
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)						26488436.
6 <b>Public support.</b> Subtract line 5 from line 4.						241701784

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	36737905.	73547614.	62016593.	48452696.	47435412.	268190220
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	208,264.	7,668.	14,785.	4,411.	27,239.	262,367.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	748,896.	59,683.	54,780.	12,354.	2,553.	878,266.
11 <b>Total support.</b> Add lines 7 through 10						269330853
12 Gross receipts from related activities, etc. (see instructions)					12	13,054,933.
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	89.74 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	90.43 %
16a <b>33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b <b>33 1/3% support test - 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a <b>10% -facts-and-circumstances test - 2012.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b <b>10% -facts-and-circumstances test - 2011.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2012

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.) .....						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) .....						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

**b 33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

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



## 2012

\*\*\* Not Open to Public Inspection \*\*\*

223171 05-01-12

**SCHEDULE D**  
(Form 990)Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**Open to Public  
Inspection

Name of the organization

SOLES4SOULS, INC.

Employer identification number

20-4023482

**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? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can 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? <input type="checkbox"/> Yes <input type="checkbox"/> No		

**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).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 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 Tax Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register .....	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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 section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 .....	▶ \$ .....
b Assets included in Form 990, Part X .....	▶ \$ .....

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIII and complete the following table:

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	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 XIII. Check here if the explanation has been provided in Part XIII ☐

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

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

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ☐ %

b Permanent endowment ☐ %

c Temporarily restricted endowment ☐ %

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

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

(i) unrelated organizations

(ii) related organizations

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

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

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

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		238,800.		238,800.
b Buildings		3,198,378.	265,686.	2,932,692.
c Leasehold improvements		15,850.	6,340.	9,510.
d Equipment		160,929.	106,085.	54,844.
e Other		351,133.	222,488.	128,645.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				3,364,491.

Schedule D (Form 990) 2012

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

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

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) .....		
(2) .....		
(3) .....		
(4) .....		
(5) .....		
(6) .....		
(7) .....		
(8) .....		
(9) .....		
(10) .....		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) .....	
(2) .....	
(3) .....	
(4) .....	
(5) .....	
(6) .....	
(7) .....	
(8) .....	
(9) .....	
(10) .....	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes .....	
(2) .....	
(3) .....	
(4) .....	
(5) .....	
(6) .....	
(7) .....	
(8) .....	
(9) .....	
(10) .....	
(11) .....	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

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

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

1	Total revenue, gains, and other support per audited financial statements	1	48,576,159.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	369,734.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	-139,530.
e	Add lines 2a through 2d	2e	230,204.
3	Subtract line 2e from line 1	3	48,345,955.
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 XIII.)	4b	1,552,460.
c	Add lines 4a and 4b	4c	1,552,460.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	49,898,415.

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

1	Total expenses and losses per audited financial statements	1	45,654,772.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	19,440.
e	Add lines 2a through 2d	2e	19,440.
3	Subtract line 2e from line 1	3	45,635,332.
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 XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	45,635,332.

**Part XIII Supplemental Information**

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

**PART X, LINE 2: MANAGEMENT PERFORMS AN EVALUATION OF ALL INCOME TAX**

POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN THE COURSE OF PREPARING THE ORGANIZATION'S INCOME TAX RETURNS TO DETERMINE WHETHER THE INCOME TAX POSITIONS MEET A "MORE LIKELY THAN NOT" STANDARD OF BEING SUSTAINED UNDER EXAMINATION BY THE APPLICABLE TAXING AUTHORITIES. MANAGEMENT HAS PERFORMED ITS EVALUATION OF ALL INCOME TAX POSITIONS TAKEN ON ALL OPEN INCOME TAX RETURNS AND HAS DETERMINED THAT THERE WERE NO POSITIONS TAKEN THAT DO NOT MEET THE "MORE LIKELY THAN NOT" STANDARD. ACCORDINGLY, THERE

Schedule D (Form 990) 2012

**Part XIII** Supplemental Information (continued)

ARE NO PROVISIONS FOR INCOME TAXES, PENALTIES OR INTEREST RECEIVABLE OR  
PAYABLE RELATING TO UNCERTAIN INCOME TAX POSITIONS.

## PART XI, LINE 2D - OTHER ADJUSTMENTS:

CHANGING THE WORLD INVESTMENT INCOME -139,530.

## PART XI, LINE 4B - OTHER ADJUSTMENTS:

CONTRIBUTION FROM CHANGING THE WORLD 1,552,460.

## PART XII, LINE 2D - OTHER ADJUSTMENTS:

CHANGING THE WORLD EXPENSES 19,440.

**SCHEDULE F**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

- Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b, 15, or 16.  
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

Employer identification number

**SOLES4SOULS, INC.**

**20-4023482**

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

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

- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

- 3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
PORT AU PRINCE, HAITI	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	120,000.
EL PROGRESO, HONDURAS	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	40,000.
MONTEGO BAY, JAMACIA	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	40,000.
SAALEM, INDIA	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	40,000.
KIGOMA, TANZANIA	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	60,000.
SAN JOSE, COSTA RICA	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	80,000.
CHIQUEMULA, HONDURAS	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	20,000.
<b>3 a Sub-total</b> .....	0	0			400,000.
<b>b Total from continuation sheets to Part I</b> .....	0	0			0.
<b>c Totals (add lines 3a and 3b)</b> .....	0	0			400,000.

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

Schedule F (Form 990) 2012

**Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any

recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

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

**3** Enter total number of other organizations or entities



**Part III Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
6,000 PAIRS OF FOOTWEAR	PORT AU PRINCE, HAITI	6,000	0.			OUR OUTREACH TEAM MADE 6 TRIPS TO HAITI AND DISTRIBUTED 6,000 PAIRS OF SHOES	FMV
2,000 PAIRS OF FOOTWEAR	MONTEGO BAY, JAMAICA	2,000	0.		40,000.	OUR OUTREACH TEAM MADE 2 TRIPS TO JAMAICA AND DISTRIBUTED 2,000	FMV
2,000 PAIRS OF FOOTWEAR	SAALEM, INDIA	2,000	0.		40,000.	OUR OUTREACH TEAM MADE 1 TRIP TO INDIA AND DISTRIBUTED 2,000 PAIRS OF SHOES	FMV
3,000 PAIRS OF FOOTWEAR	KIGOMA, TANZANIA	3,000	0.		60,000.	OUR OUTREACH TEAM MADE 2 TRIPS TO TANZANIA AND DISTRIBUTED 3,000	FMV
4,000 PAIRS OF FOOTWEAR	SAN JOSE, COSTA RICA	4,000	0.		80,000.	OUR OUTREACH TEAM MADE 4 TRIPS TO COSTA RICA AND DISTRIBUTED 4,000 PAIRS OF SHOES	FMV
2,000 PAIRS OF FOOTWEAR	EL PROGRESO, HONDURAS	2,000	0.		40,000.	OUR OUTREACH TEAM MADE 2 TRIPS TO HONDURAS AND DISTRIBUTED 2,000	FMV
2,000 PAIRS OF FOOTWEAR	CHIQUIMULA, GUATEMALA	2,000	0.		20,000.	OUR OUTREACH TEAM MADE 1 TRIP TO GUATEMALA AND DISTRIBUTED 2,000	FMV

SEE PART V FOR COLUMN (G) DESCRIPTIONS  
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Schedule F (Form 990) 2012

**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) ..... ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) ..... ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471) ..... ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) ..... ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865) ..... ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713) ..... ☐ Yes ☒ No

Schedule F (Form 990) 2012

**Part V** Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

SCHEDULE F, PART I, LINE 2: THE ORGANIZATION MAINTAINS SHIPPING RECORDS OF GRANTS OF GIFTS IN-KIND GIVEN TO RECIPIENTS. THE ORGANIZATION ALSO REQUIRES THAT ALL RECIPIENTS SIGN A PARTNER AGREEMENT AND PROVIDE PROOF OF DISTRIBUTION OF PRODUCTS THAT WERE RECEIVED.

PART III, COLUMN (G):

REGION: MONTEGO BAY, JAMAICA

(G) DESCRIPTION OF NON-CASH ASSISTANCE: OUR OUTREACH TEAM MADE 2 TRIPS TO JAMAICA AND DISTRIBUTED 2,000 PAIRS OF SHOES

REGION: KIGOMA, TANZANIA

(G) DESCRIPTION OF NON-CASH ASSISTANCE: OUR OUTREACH TEAM MADE 2 TRIPS TO TANZANIA AND DISTRIBUTED 3,000 PAIRS OF SHOES

REGION: EL PROGRESO, HONDURAS

(G) DESCRIPTION OF NON-CASH ASSISTANCE: OUR OUTREACH TEAM MADE 2 TRIPS TO HONDURAS AND DISTRIBUTED 2,000 PAIRS OF SHOES

REGION: CHIQUIMULA, GUATEMALA

(G) DESCRIPTION OF NON-CASH ASSISTANCE: OUR OUTREACH TEAM MADE 1 TRIP TO GUATEMALA AND DISTRIBUTED 2,000 PAIRS OF SHOES

THROUGH ITS TRAVEL4SOULS PROGRAM, VOLUNTEERS FROM ACROSS THE UNITED STATES JOIN S4S STAFF ON DISTRIBUTION TRIPS TO VARIOUS COUNTRIES, AND IN DOING SO ENJOY THE FIRST-HAND EXPERIENCE OF PROVIDING SHOES AND CLOTHING TO PEOPLE IN THE MOST DESPERATE SITUATIONS. DURING THE YEAR, TEAMS VISITED HAITI, JAMAICA, INDIA, TANZANIA, COSTA RICA, HONDURAS, &

**Part V** Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

GUATEMALA ON A TOTAL OF 18 OF THESE TRIPS, PERSONALLY GIVING OVER  
20,000 PAIRS OF SHOES TO CHILDREN AND FAMILIES IN ORPHANAGES, SCHOOLS,  
VILLAGES, AND EVEN TENT CITIES. THE PROGRAM ANTICIPATES 21 TRIPS IN  
2014 AND IS PLANNING TO EXPAND INTO NEW COUNTRIES.

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

**SOLES4SOULS, INC.**

Employer identification number  
**20-4023482**

**Part I General Information on Grants and Assistance**

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

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

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
KIDS (KIDS IN DISTRESSED SITUATIONS) - 112 WEST 34TH STREET, SUITE 1133 - NEW YORK, NY 10120	13-3300271	501(C)(3)	0.	756,540.FMV		139,308 PAIRS OF FOOTWEAR AND 5,000 PCS OF CLOTHES	TO DISTRIBUTE TO THE NEEDY
OPERATION COMPASSION 114 STUART ROAD NE STE 370 CLEVELAND, TN 37312	62-1697490	501(C)(3)	0.	12,166,518.FMV		1,670,574 PAIRS OF FOOTWEAR, 83,267 PCS OF CLOTHING, &	TO DISTRIBUTE TO THE NEEDY
WORLD EMERGENCY RELIEF 27715 JEFFERSON AVE STE 205 TEMECULA, CA 92590	95-4014743	501(C)(3)	0.	133,005.FMV		26,601 PAIRS OF FOOTWEAR	TO DISTRIBUTE TO THE NEEDY

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

**3** Enter total number of other organizations listed in the line 1 table

3.

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

SEE PART IV FOR COLUMN (G) DESCRIPTIONS

Schedule I (Form 990) (2012)

**Part III** **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SHOES	81687	0.	1,633,740.	ORGANIZATION ESTIMATE	SHOES
CLOTHING	1898	0.	22,775.	ORGANIZATION ESTIMATE	CLOTHING
OTHER RELIEF SUPPLIES	54450	0.	544,501.	ORGANIZATION ESTIMATE	OTHER SUPPLIES & RELIEF

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: THE ORGANIZATION MAINTAINS SHIPPING RECORDS OF

GRANTS OF GIFTS IN-KIND GIVEN TO RECIPIENTS. THE ORGANIZATION ALSO REQUIRES

THAT ALL RECIPIENTS SIGN A PARTNER AGREEMENT AND PROVIDE PROOF OF

DISTRIBUTION OF PRODUCTS THAT WERE RECEIVED.

GRANTS AND OTHER ASSISTANCE TO GOVERNMENTS AND ORGANIZATIONS IN THE

U.S.: SOLES4SOULS WORKS IN COOPERATION WITH MANY OTHER CHARITABLE

ORGANIZATIONS TO FACILITATE THE DISTRIBUTION OF DONATED SHOES,

CLOTHING, AND OTHER RELIEF SUPPLIES AROUND THE WORLD. THESE DONATIONS

**Part IV** Supplemental Information

TO LARGE, REPUTABLE, U.S. - BASED ORGANIZATIONS WILL BE DISTRIBUTED BOTH DOMESTICALLY AND INTERNATIONALLY TO LOCAL AGENCIES PROVIDING CRISIS AND POVERTY RELIEF TO PEOPLE IN NEED WHEREVER THEY MAY BE. A FULL TRUCKLOAD OF SHOES, CLOTHING, AND OTHER RELIEF SUPPLIES DISTRIBUTED IN THIS MANNER CAN SERVE THE NEEDS OF THOUSANDS OF PEOPLE IN DOZENS OF DIFFERENT COUNTRIES, AND WILL BE COMPLEMENTED BY OTHER NECESSITIES THAT OUR DISTRIBUTION PARTNERS HAVE AVAILABLE TO THEM. PARTNER ORGANIZATIONS ARE CAREFULLY VETTED AND CONTRACTUALLY OBLIGATED TO ENSURE THE MISSION IMPACT OF SOLES4SOULS IS MAXIMIZED.

GRANTS AND OTHER ASSISTANCE TO INDIVIDUALS IN THE U.S.: SOLES4SOULS HAS AN EXTENSIVE NETWORK OF LOCAL VOLUNTEER ORGANIZATIONS WHO WORK IN ITS BEHALF TO DISTRIBUTE SHOES DIRECTLY TO THOSE IN NEED IN THE UNITED STATES. WITH DISTRIBUTIONS RANGING FROM OUR THANKSGIVING FOOT EXAM AND SHOE GIVEAWAY HELD IN OVER 40 HOMELESS SHELTERS ACROSS AMERICA, CHRISTMAS SEASON SHOE, TOY, AND BOOK EVENTS, AND OUR EVERYDAY SUPPORT OF HUNDREDS OF OTHER PARTNER GROUPS, WE ARE REACHING THOUSANDS OF PEOPLE WHO FIND THEMSELVES LIVING IN ADVERSE CONDITIONS.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

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

▶ Complete if the organization answered "Yes" to Form 990,  
Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

**SOLES4SOULS, INC.**

Employer identification number

**20-4023482**

**Part I Questions Regarding Compensation**

**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.

☐ First-class or charter travel

☐ Travel for companions

☐ Tax indemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ Personal services (e.g., maid, chauffeur, chef)

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or  
reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

**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?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's  
CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to  
establish compensation of the CEO/Executive Director, but explain in Part III.

☐ Compensation committee

☒ Independent compensation consultant

☐ Form 990 of other organizations

☒ Written employment contract

☒ Compensation survey or study

☒ Approval by the board or compensation committee

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing  
organization or a related organization:

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation  
contingent on the revenues of:

**a** The organization?

**b** Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation  
contingent on the net earnings of:

**a** The organization?

**b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

**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

**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 Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in  
Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

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

Schedule J (Form 990) 2012





**Part III** Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

**PART I, LINE 4A: TODD MCKEE WAS PAID \$88,512 IN SEVERANCE PAY FOR 08/17/2012 TO 12/31/2012 PER HIS EMPLOYMENT CONTRACT WITH SOLES4SOULS, INC.**

**PART I, LINE 7-NON-FIXED PAYMENTS PROVIDED:  
BONUSES ARE PAID AT BOARD'S DISCRETION.**

Department of the Treasury  
Internal Revenue Service

► Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

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

OMB No. 1545-0047

2012

**Open To Public Inspection**

Name of the organization

SOLES4SOULS, INC.

Employer identification number  
20-4023482

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

[illegible]

**2** Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

**3** Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

[illegible]

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

[illegible]

**Part IV Business Transactions Involving Interested Persons.**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
LES WARD	LES WARD IS CFO OF	90,242.	LES WARD, C		X
LES WARD	LES WARD IS CFO OF	22,375.	LES WARD, C		X

**Part V Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

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

(A) NAME OF PERSON: LES WARD

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

LES WARD IS CFO OF SOLES4SOULS, INC.

(C) AMOUNT OF TRANSACTION \$ 90,242.

(D) DESCRIPTION OF TRANSACTION: LES WARD, CURRENT CFO OF S4S, IS ALSO A 25.2% PARTNER OF BLACKBRIAR ADVISORS, LLC, WHICH S4S PAID \$90,242 FOR INTERIM CFO SERVICES & EXPENSE REIMBURSEMENTS PROVIDED BY BLACKBRIAR ADVISORS, LLC, FROM NOVEMBER 2012 THRU JANUARY 2013. OF THIS AMOUNT, LES WARD RECEIVED \$66,375 AS COMPENSATION AND \$1,742 EXPENSE REIMBURSEMENTS FOR HIS SERVICES AS INTERIM CFO FROM BLACKBRIAR ADVISORS, LLC.

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: LES WARD

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

LES WARD IS CFO OF SOLES4SOULS, INC.

(C) AMOUNT OF TRANSACTION \$ 22,375.

(D) DESCRIPTION OF TRANSACTION: LES WARD, CURRENT CFO OF S4S, IS ALSO A 25.2% PARTNER OF BLACKBRIAR ADVISORS, LLC. S4S DIRECTLY PAID BLACKBRIAR ADVISORS, LLC \$22,375 FOR RESOURCE FEES FOR LES WARD'S TIME FROM FEBRUARY

**Part V** Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

2013 THRU JUNE 2013 AND A \$10,000 RETAINER FEE WAS PAID TO BLACKBRIAR  
ADVISORS, LLC.

(E) SHARING OF ORGANIZATION REVENUES? = NO

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

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

Name of the organization

**SOLES4SOULS, INC.**

Employer identification number

**20-4023482**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art .....				
2 Art - Historical treasures .....				
3 Art - Fractional interests .....				
4 Books and publications .....				
5 Clothing and household goods .....	<b>X</b>		<b>44,553,940.</b>	<b>ORGANIZATION'S ESTIM</b>
6 Cars and other vehicles .....				
7 Boats and planes .....				
8 Intellectual property .....				
9 Securities - Publicly traded .....				
10 Securities - Closely held stock .....				
11 Securities - Partnership, LLC, or trust interests .....				
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution - Historic structures .....				
14 Qualified conservation contribution - Other ...				
15 Real estate - Residential .....				
16 Real estate - Commercial .....				
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....				
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ► ( .....				
26 Other ► ( .....				
27 Other ► ( .....				
28 Other ► ( .....				

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**

**6**

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? .....

	Yes	No
30a		<b>X</b>
31		<b>X</b>
32a		<b>X</b>
33		

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 noncash  
contributions? .....

b If "Yes," describe in Part II.

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

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

Schedule M (Form 990) (2012)

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

SOLES4SOULS, INC.

Employer identification number

20-4023482

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

IMPACT AND PERPETUATION OF POVERTY. THE ORGANIZATION ADVANCES ITS

ANTI-POVERTY MISSION BY COLLECTING NEW AND USED SHOES AND CLOTHES FROM

INDIVIDUALS, SCHOOLS, FAITH-BASED INSTITUTIONS, CIVIC ORGANIZATIONS AND

CORPORATE PARTNERS, THEN DISTRIBUTING THOSE SHOES AND CLOTHES BOTH VIA

DIRECT DONATIONS TO PEOPLE IN NEED AND BY PROVISIONING QUALIFIED

MICRO-ENTERPRISE PROGRAMS DESIGNED TO CREATE JOBS IN POOR AND

DISADVANTAGED COMMUNITIES.

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

INSTITUTIONS, CIVIC ORGANIZATIONS AND CORPORATE PARTNERS, THEN

DISTRIBUTING THOSE SHOES AND CLOTHES BOTH VIA DIRECT DONATIONS TO

PEOPLE IN NEED AND BY PROVISIONING QUALIFIED MICRO-ENTERPRISE PROGRAMS

DESIGNED TO CREATE JOBS IN POOR AND DISADVANTAGED COMMUNITIES.

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

SPURRING LOCAL DEVELOPMENT AS WELL AS PROVIDING ACCESS TO LOW-COST

FOOTWEAR IN AREAS WHERE THERE MAY BE NO ALTERNATIVES.

FORM 990, PART VI, SECTION A, LINE 2: RELATED PARTY INFORMATION

PAUL WILSON, DIRECTOR, AND M. NELSON WILSON, DIRECTOR, ARE BROTHERS.

FORM 990, PART VI, SECTION B, LINE 11: UPON APPROVAL OF THE DRAFT RETURN

BY THE CEO, CFO, AND CONTROLLER, THE FORM 990 IS THEN MADE AVAILABLE TO THE

BOARD OF DIRECTORS PRIOR TO ITS FILING.



Name of the organization	Employer identification number
SOLES4SOULS, INC.	20-4023482

FORM 990, PART VI, SECTION B, LINE 12C: ENFORCEMENT OF CONFLICTS POLICY:  
 DIRECTORS DISCLOSE ANY POTENTIALLY CONFLICTING INTERESTS AND ARE IN  
 FREQUENT COMMUNICATION. IT IS INCUMBENT UPON THE DIRECTORS TO MONITOR ANY  
 POTENTIAL CONFLICT SITUATIONS ON A CONTINUING BASIS.

FORM 990, PART VI, SECTION B, LINE 15: THE ORGANIZATION'S CEO: CEO  
 COMPENSATION IS DISCUSSED ANNUALLY BY THE BOARD OF DIRECTORS (WITHOUT CEO  
 PRESENT). ACTING WITH ADVICE FROM INDEPENDENT CONSULTANT REGARDING THE  
 COMPENSATION, THE BOARD REVIEWS PERFORMANCE AND PROGRESS OF THE  
 ORGANIZATION TO DETERMINE THE CEO COMPENSATION. THE BOARD ACTS WITH ADVICE  
 FROM AN INDEPENDENT COMPENSATION CONSULTANT AND ALSO OTHER RESOURCES, SUCH  
 AS GUIDESTAR ANNUAL COMPENSATION SURVEY OF EXEMPT ORGANIZATIONS.

OTHER OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION: THE ORGANIZATION HAS  
 CONTRACTED WITH AN INDEPENDENT COMPENSATION SPECIALIST TO EXAMINE THE  
 COMPENSATION OF ALL FUNCTIONS OF THE EXECUTIVE TEAM, AS WELL AS DEVELOP AND  
 ENHANCE THE ORGANIZATION'S COMPENSATION POLICY. RELATIVE DATA FROM  
 COMPARABLE ORGANIZATIONS IN THE EXEMPT CATEGORIES ARE USED IN THIS STUDY.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS  
 GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS  
 AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART VII, COLUMN D & F:  
 PER THE FORM 990 INSTRUCTIONS THE OFFICERS' COMPENSATION AMOUNTS LISTED  
 ON PART VII, COLUMNS D & F ARE FOR THE 2012 CALENDAR YEAR. THE FISCAL  
 YEAR COMPENSATION AMOUNTS FOR THESE OFFICERS ARE INCLUDED ON PART IX

LINE 5.

232212  
01-04-13

Name of the organization

SOLES4SOULS, INC.

Employer identification number

20-4023482

FORM 990, PART IX, LINE #24A:

THE MICRO-ENTERPRISE IN-KIND DISTRIBUTIONS CONSISTED OF 2,324,293 PAIRS  
OF SHOES VALUED AT \$19,476,240 AND CLOTHING VALUED AT \$5,046,000.

FORM 990, PART XII, LINE 2C:

THE ORGANIZATION'S OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS  
OR THE SELECTION PROCESS OF AN INDEPENDENT ACCOUNTANT HAS NOT CHANGED  
FROM THE PRIOR YEAR.





**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**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?

	Yes	No
<b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		<input checked="" type="checkbox"/>
<b>b</b> Gift, grant, or capital contribution to related organization(s)		<input checked="" type="checkbox"/>
<b>c</b> Gift, grant, or capital contribution from related organization(s)	<input checked="" type="checkbox"/>	
<b>d</b> Loans or loan guarantees to or for related organization(s)		<input checked="" type="checkbox"/>
<b>e</b> Loans or loan guarantees by related organization(s)		<input checked="" type="checkbox"/>
<b>f</b> Dividends from related organization(s)		<input checked="" type="checkbox"/>
<b>g</b> Sale of assets to related organization(s)		<input checked="" type="checkbox"/>
<b>h</b> Purchase of assets from related organization(s)		<input checked="" type="checkbox"/>
<b>i</b> Exchange of assets with related organization(s)		<input checked="" type="checkbox"/>
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s)		<input checked="" type="checkbox"/>
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s)		<input checked="" type="checkbox"/>
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s)		<input checked="" type="checkbox"/>
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s)		<input checked="" type="checkbox"/>
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		<input checked="" type="checkbox"/>
<b>o</b> Sharing of paid employees with related organization(s)		<input checked="" type="checkbox"/>
<b>p</b> Reimbursement paid to related organization(s) for expenses		<input checked="" type="checkbox"/>
<b>q</b> Reimbursement paid by related organization(s) for expenses		<input checked="" type="checkbox"/>
<b>r</b> Other transfer of cash or property to related organization(s)		<input checked="" type="checkbox"/>
<b>s</b> Other transfer of cash or property from related organization(s)		<input checked="" type="checkbox"/>

**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) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) <b>CHANGING THE WORLD FOUNDATION, INC.</b>	<b>C</b>	<b>1,552,460.CASH</b>	
(2) <b>CHANGING THE WORLD FOUNDATION, INC.</b>	<b>S</b>	<b>1,225,815.CASH</b>	
(3)			
(4)			
(5)			
(6)			



Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

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