

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

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

**A For the 2011 calendar year, or tax year beginning JUL 1, 2011 and ending JUN 30, 2012**

|   |  |  |
|---|--|--|
| <b>B</b> Check if applicable:<br><br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C Name of organization</b><br><b>SOLES4SOULS, INC.</b><br>Doing Business As<br>Number and street (or P.O. box if mail is not delivered to street address) Room/suite<br><b>319 MARTINGALE DRIVE</b><br>City or town, state or country, and ZIP + 4<br><b>OLD HICKORY, TN 37138</b><br><b>F Name and address of principal officer: BUDDY TEASTER</b><br><b>SAME AS C ABOVE</b> | <b>D Employer identification number</b><br><b>20-4023482</b><br><b>E Telephone number</b><br><b>615-391-5723</b><br><b>G Gross receipts \$</b> <b>51,875,974.</b><br><b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list. (see instructions)<br><b>H(c) Group exemption number</b> ▶ |
| <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>J Website:</b> ▶ <b>WWW.SOLES4SOULS.ORG</b>  |  |  |
| <b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶   |  | <b>L Year of formation:</b> <b>2006</b>  |
| <b>M State of legal domicile:</b> <b>AL</b>   |  |  |

**Part I Summary**

|  |  |  |                    |
|--|--|--|--------------------|
|  | <b>1</b> Briefly describe the organization's mission or most significant activities: <b>SOLES4SOULS COLLECTS NEW SHOES TO GIVE RELIEF TO THE VICTIMS OF ABJECT SUFFERING AND COLLECTS USED</b> |  |                    |
|  | <b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.   |  |                    |
| <b>Activities &amp; Governance</b>   | <b>3</b> Number of voting members of the governing body (Part VI, line 1a) .....   | <b>3</b>   | <b>4</b>           |
|  | <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) .....   | <b>4</b>   | <b>4</b>           |
|  | <b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a) .....  | <b>5</b>   | <b>62</b>          |
|  | <b>6</b> Total number of volunteers (estimate if necessary) .....  | <b>6</b>   | <b>5000</b>        |
|  | <b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 .....   | <b>7a</b>  | <b>0.</b>          |
|  | <b>b</b> Net unrelated business taxable income from Form 990-T, line 34 .....  | <b>7b</b>  | <b>0.</b>          |
|  | <b>Revenue</b>   | <b>8</b> Contributions and grants (Part VIII, line 1h) ..... | <b>Prior Year</b>  |
| <b>9</b> Program service revenue (Part VIII, line 2g) .....  |  | 62,016,593.  | 48,452,696.        |
| <b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....                      |  | 3,587,264.   | 3,079,610.         |
| <b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....           |  | 14,785.  | 10,257.            |
| <b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) ..... |  | -140,853.  | -45,799.           |
| <b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....                   |  | 65,477,789.  | 51,496,764.        |
| <b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) .....                      |  | 65,451,686.  | 17,387,426.        |
| <b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....  |  | 0.   | 0.                 |
| <b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) .....                     |  | 2,849,705.   | 3,279,603.         |
| <b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>1,010,895.</b>             |  | 0.   | 0.                 |
| <b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) .....                       |  | 3,560,083.   | 31,989,140.        |
| <b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....          |  | 71,861,474.  | 52,656,169.        |
| <b>19</b> Revenue less expenses. Subtract line 18 from line 12 .....                               | -6,383,685.  | -1,159,405.  |                    |
| <b>Net Assets or Fund Balances</b>   | <b>20</b> Total assets (Part X, line 16) .....   | <b>Beginning of Current Year</b>                             | <b>End of Year</b> |
|  | <b>21</b> Total liabilities (Part X, line 26) .....  | 16,293,567.  | 14,463,834.        |
|  | <b>22</b> Net assets or fund balances. Subtract line 21 from line 20 .....   | 5,150,459.   | 4,480,131.         |
|  |  | 11,143,108.  | 9,983,703.         |

**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<br><b>BUDDY TEASTER, CEO</b><br>Type or print name and title                        | Date  |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name<br><b>KEVIN DOSTALER</b>  | Preparer's signature<br>Date<br><b>05/14/13</b>   |
|                               | Firm's name ▶ <b>KRAFTCPAS PLLC</b><br>Firm's address ▶ <b>555 GREAT CIRCLE ROAD NASHVILLE, TN 37228</b> | Check <input type="checkbox"/> if self-employed<br>PTIN <b>P01269951</b><br>Firm's EIN ▶ <b>62-0713250</b><br>Phone no. <b>615-242-7351</b> |

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: SOLES4SOULS COLLECTS NEW SHOES TO GIVE RELIEF TO THE VICTIMS OF ABJECT SUFFERING AND COLLECTS USED SHOES TO SUPPORT MICRO-BUSINESS EFFORTS TO ERADICATE POVERTY. SOLES4SOULS' OTHER TWO DIVISIONS, CLOTHES4SOULS AND HOPE4SOULS, PROVIDE THE SAME RELIEF AND SUPPORT THROUGH CLOTHING

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 [X] 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 [X] 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 and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 33,858,427. including grants of \$ 11,735,393. ) (Revenue \$ 2,086,876. ) 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 ABJECT POVERTY OR THE EFFECTS OF NATURAL DISASTERS. USED SHOES ARE GRADED AND UTILIZED IN SUPPORT OF MICROENTERPRISE INITIATIVES IN DEVELOPING NATIONS, SUCH AS TANZANIA, TOGO, BOLIVIA, MOLDOVA, AND HAITI. THESE

4b (Code: ) (Expenses \$ 14,592,250. including grants of \$ 5,057,701. ) (Revenue \$ 899,399. ) 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 IN CRISIS RELIEF SITUATIONS, AND 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 PROVIDES AN EFFICIENT CONTRIBUTION TOWARD THE ERADICATION OF THE CIRCLE OF POVERTY IN THESE DISTRESSED AREAS WITH LITTLE OPPORTUNITY.

4c (Code: ) (Expenses \$ 1,714,738. including grants of \$ 594,332. ) (Revenue \$ 105,689. ) 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 50,165,415.

**Part IV Checklist of Required Schedules**

|   | Yes          | No |
|---|--------------|----|
| <b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?<br><i>If "Yes," complete Schedule A</i> .....  | <b>1</b> X   |    |
| <b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? .....   | <b>2</b> X   |    |
| <b>3</b> 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> .....  | <b>3</b>     | X  |
| <b>4 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> .....  | <b>4</b>     | X  |
| <b>5</b> 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> .....   | <b>5</b>     | X  |
| <b>6</b> 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> .....  | <b>6</b>     | X  |
| <b>7</b> 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> .....  | <b>7</b>     | X  |
| <b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....   | <b>8</b>     | X  |
| <b>9</b> Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....   | <b>9</b>     | X  |
| <b>10</b> 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> .....   | <b>10</b>    | X  |
| <b>11</b> 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.   |              |    |
| <b>a</b> 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> .....   | <b>11a</b> X |    |
| <b>b</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> .....   | <b>11b</b>   | X  |
| <b>c</b> 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> .....   | <b>11c</b>   | X  |
| <b>d</b> 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> .....  | <b>11d</b> X |    |
| <b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....   | <b>11e</b>   | X  |
| <b>f</b> 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> .....  | <b>11f</b> X |    |
| <b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> .....   | <b>12a</b>   | X  |
| <b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year?<br><i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i> .....   | <b>12b</b> X |    |
| <b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....  | <b>13</b>    | X  |
| <b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States? .....  | <b>14a</b>   | X  |
| <b>b</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> ..... | <b>14b</b> X |    |
| <b>15</b> 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> .....  | <b>15</b>    | X  |
| <b>16</b> 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> .....  | <b>16</b> X  |    |
| <b>17</b> 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> .....   | <b>17</b>    | X  |
| <b>18</b> 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> .....   | <b>18</b> X  |    |
| <b>19</b> 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> .....   | <b>19</b>    | X  |
| <b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> .....   | <b>20a</b>   | X  |
| <b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....   | <b>20b</b>   |    |

**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? <i>If "Yes," complete Schedule I, Parts I and II</i> .....   | 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? <i>If "Yes," complete Schedule I, Parts I and III</i> .....   | 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? <i>If "Yes," complete Schedule J</i> .....  | 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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> .....                            |     | X  |
| <b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....   |     |    |
| <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>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....   |     |    |
| <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? <i>If "Yes," complete Schedule L, Part I</i> .....  |     | 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? <i>If "Yes," complete Schedule L, Part I</i> .....  |     | X  |
| <b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....  |     | X  |
| <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? <i>If "Yes," complete Schedule L, Part III</i> ..... |     | 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? <i>If "Yes," complete Schedule L, Part IV</i> .....  |     | X  |
| <b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....   |     | X  |
| <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? <i>If "Yes," complete Schedule L, Part IV</i> .....   |     | X  |
| <b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....  | X   |    |
| <b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....  |     | X  |
| <b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....  |     | X  |
| <b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....  |     | X  |
| <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? <i>If "Yes," complete Schedule R, Part I</i> .....  |     | X  |
| <b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> .....   | X   |    |
| <b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....   |     | X  |
| <b>b</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....  |     | X  |
| <b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....  |     | 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? <i>If "Yes," complete Schedule R, Part VI</i> .....   |     | X  |
| <b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? .....  | X   |    |

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question number, description, and Yes/No responses. Includes rows for 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, 14a-14b.

**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**

|           |  | Yes | No |
|-----------|--|-----|----|
| <b>1a</b> | Enter the number of voting members of the governing body at the end of the tax year<br>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. |     |    |
| <b>1b</b> | Enter the number of voting members included in line 1a, above, who are independent   |     |    |
| <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?  | X   |    |
| <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?   |     | X  |
| <b>4</b>  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?   |     | X  |
| <b>5</b>  | Did the organization become aware during the year of a significant diversion of the organization's assets?   |     | X  |
| <b>6</b>  | Did the organization have members or stockholders?   |     | X  |
| <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?   |     | X  |
| <b>7b</b> | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?  |     | X  |
| <b>8</b>  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:  |     |    |
| <b>8a</b> | The governing body?  | X   |    |
| <b>8b</b> | Each committee with authority to act on behalf of the governing body?  | X   |    |
| <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   |     | X  |

**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?   |     | X  |
| <b>10b</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?  | X   |    |
| <b>11b</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  | X   |    |
| <b>12b</b> | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?  | X   |    |
| <b>12c</b> | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done   | X   |    |
| <b>13</b>  | Did the organization have a written whistleblower policy?  | X   |    |
| <b>14</b>  | Did the organization have a written document retention and destruction policy?   | X   |    |
| <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>15a</b> | The organization's CEO, Executive Director, or top management official   | X   |    |
| <b>15b</b> | Other officers or key employees of the organization  | X   |    |
|            | 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?  |     | X  |
| <b>16b</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
- 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.

| (A)<br>Name and Title                                | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position<br>(do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |          | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|----------|--|---|---|
|  |  | Individual trustee or director   | Institutional trustee | Officer | Key employee | Highest compensated employee | Former   |  |   |   |
| (1) TOM OZBURN<br>CHAIRMAN THRU MARCH 2012           | 1.00   | X  |                       | X       |              |                              | 0.       | 0.   | 0.  |   |
| (2) MARION WILSON JR.<br>DIRECTOR                    | 1.00   | X  |                       |         |              |                              | 0.       | 0.   | 0.  |   |
| (3) PAUL WILSON<br>DIRECTOR; CHAIR MARCH - JUNE 2012 | 1.00   | X  |                       | X       |              |                              | 0.       | 0.   | 0.  |   |
| (4) CONNIE ELDER<br>DIRECTOR                         | 1.00   | X  |                       |         |              |                              | 0.       | 0.   | 0.  |   |
| (5) DR. LENORD HORWITZ<br>DIRECTOR                   | 1.00   | X  |                       |         |              |                              | 0.       | 0.   | 0.  |   |
| (6) JENNY DYER<br>DIRECTOR THRU FEBRUARY 2012        | 1.00   | X  |                       |         |              |                              | 0.       | 0.   | 0.  |   |
| (7) WAYNE ELSEY<br>DIRECTOR/CEO THRU MARCH 2012      | 40.00  | X  |                       | X       |              |                              | 533,112. | 0.   | 16,500.   |   |
| (8) KEVIN GOUGHARY<br>CFO/COO                        | 40.00  |  |                       | X       |              |                              | 189,963. | 0.   | 11,782.   |   |
| (9) DAVID GRABEN<br>EXECUTIVE VP                     | 40.00  |  |                       | X       |              |                              | 136,842. | 0.   | 7,215.  |   |
| (10) TODD MCKEE<br>LEAD COUNSEL/CAO                  | 40.00  |  |                       | X       |              |                              | 272,948. | 0.   | 14,088.   |   |
| (11) KEITH WOODLEY<br>CHIEF DEVELOPMENT OFFICER      | 40.00  |  |                       | X       |              |                              | 160,636. | 0.   | 10,028.   |   |
| (12) THOMAS HENDERSON<br>VP PROCUREMENT              | 40.00  |  |                       | X       |              |                              | 106,870. | 0.   | 5,682.  |   |
|  |  |  |                       |         |              |                              |          |  |   |   |
|  |  |  |                       |         |              |                              |          |  |   |   |
|  |  |  |                       |         |              |                              |          |  |   |   |
|  |  |  |                       |         |              |                              |          |  |   |   |
|  |  |  |                       |         |              |                              |          |  |   |   |

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

| (A)<br>Name and title  | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |            | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|------------|--|---|---|
|  |  | Individual trustee or director  | Institutional trustee | Officer | Key employee | Highest compensated employee | Former     |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
|  |  |   |                       |         |              |                              |            |  |   |   |
| <b>1b Sub-total</b> .....  |  |   |                       |         |              |                              | 1,400,371. | 0.   | 65,295.   |   |
| <b>c Total from continuation sheets to Part VII, Section A</b> ..... |  |   |                       |         |              |                              | 0.         | 0.   | 0.  |   |
| <b>d Total (add lines 1b and 1c)</b> .....                           |  |   |                       |         |              |                              | 1,400,371. | 0.   | 65,295.   |   |

**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 **6**

|  | Yes | No |
|--|-----|----|
| <b>3</b> 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> .....                                       |     | X  |
| <b>4</b> 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> ..... | X   |    |
| <b>5</b> 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> .....                       |     | 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.

| (A)<br>Name and business address | (B)<br>Description of services | (C)<br>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**

|  |   |   | (A)<br>Total revenue                         | (B)<br>Related or<br>exempt function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections 512,<br>513, or 514 |        |          |
|--|---|---|--|---|---|--|--------|----------|
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a   | Federated campaigns   | 1a   |   |   |  |        |          |
|  | b   | Membership dues   | 1b   |   |   |  |        |          |
|  | c   | Fundraising events  | 1c   | 663,398.  |   |  |        |          |
|  | d   | Related organizations   | 1d   |   |   |  |        |          |
|  | e   | Government grants (contributions)   | 1e   |   |   |  |        |          |
|  | f   | All other contributions, gifts, grants, and similar amounts not included above  | 1f   | 47789298.                                       |   |  |        |          |
|  | g   | Noncash contributions included in lines 1a-1f: \$   |  | 46,924,630.                                     |   |  |        |          |
|  | h   | <b>Total.</b> Add lines 1a-1f   |  | 48452696.                                       |   |  |        |          |
|  | Program Service Revenue                               | 2 a   | MICRO-ENTERPRISE PROGR                       | Business Code<br>900099                         | 2,492,749.                              | 2,492,749.   |        |          |
| b  |   | INTL VOLUNTEER TRAVEL   | 900099                                       | 586,861.  | 586,861.                                |  |        |          |
| c  |   |   |  |   |   |  |        |          |
| d  |   |   |  |   |   |  |        |          |
| e  |   |   |  |   |   |  |        |          |
| f  |   | All other program service revenue   |  |   |   |  |        |          |
| g  |   | <b>Total.</b> Add lines 2a-2f   |  | 3,079,610.                                      |   |  |        |          |
| Other Revenue  | 3   | Investment income (including dividends, interest, and other similar amounts)  |  | 4,411.  |   |  | 4,411. |          |
|  | 4   | Income from investment of tax-exempt bond proceeds  |  |   |   |  |        |          |
|  | 5   | Royalties   |  |   |   |  |        |          |
|  | 6 a   | Gross rents   | (i) Real                                     | (ii) Personal                                   |   |  |        |          |
|  |   | b   | Less: rental expenses                        |   |   |  |        |          |
|  |   | c   | Rental income or (loss)                      |   |   |  |        |          |
|  |   | d   | Net rental income or (loss)                  |   |   |  |        |          |
|  | 7 a   | Gross amount from sales of assets other than inventory  | (i) Securities                               | (ii) Other                                      |   |  |        |          |
|  |   | b   | Less: cost or other basis and sales expenses |   |   |  |        |          |
|  |   | c   | Gain or (loss)                               |   |   |  |        |          |
|  |   | d   | Net gain or (loss)                           |   |   | 5,846.   |        | 5,846.   |
|  | 8 a   | Gross income from fundraising events (not including \$ 663,398. of contributions reported on line 1c). See Part IV, line 18 | a  | 0.  |   |  |        |          |
|  |   | b   | Less: direct expenses                        | b   | 58,153.                                 |  |        |          |
|  |   | c   | Net income or (loss) from fundraising events |   | -58,153.                                |  |        | -58,153. |
|  | 9 a   | Gross income from gaming activities. See Part IV, line 19   | a  |   |   |  |        |          |
| b  |   | Less: direct expenses   | b  |   |   |  |        |          |
| c  |   | Net income or (loss) from gaming activities   |  |   |   |  |        |          |
| 10 a   | Gross sales of inventory, less returns and allowances | a   |  |   |   |  |        |          |
|  | b   | Less: cost of goods sold  | b  |   |   |  |        |          |
|  | c   | Net income or (loss) from sales of inventory  |  |   |   |  |        |          |
| Miscellaneous Revenue                                  |   |   | Business Code                                |   |   |  |        |          |
| 11 a   | WEBSITE REVENUE                                       | 900099  | 7,252.                                       | 7,252.  |   |  |        |          |
| b  | S4S BOOK SALES  | 900099  | 5,102.                                       | 5,102.  |   |  |        |          |
| c  |   |   |  |   |   |  |        |          |
| d  | All other revenue                                     |   |  |   |   |  |        |          |
| e  | <b>Total.</b> Add lines 11a-11d                       |   | 12,354.                                      |   |   |  |        |          |
| 12   | <b>Total revenue.</b> See instructions.               |   | 51496764.                                    | 3,091,964.                                      | 0.                                      | -47,896.   |        |          |

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.  | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21   | 16,107,426.           | 16,107,426.                     |  |                             |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22   |                       |                                 |  |                             |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16  | 1,280,000.            | 1,280,000.                      |  |                             |
| 4 Benefits paid to or for members   |                       |                                 |  |                             |
| 5 Compensation of current officers, directors, trustees, and key employees  | 1,690,745.            | 877,951.                        | 619,502.                               | 193,292.                    |
| 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  | 1,240,016.            | 999,016.                        | 130,834.                               | 110,166.                    |
| 8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)  | 35,843.               | 27,501.                         | 6,177.                                 | 2,165.                      |
| 9 Other employee benefits   | 164,624.              | 105,689.                        | 41,970.                                | 16,965.                     |
| 10 Payroll taxes  | 148,375.              | 95,258.                         | 37,827.                                | 15,290.                     |
| 11 Fees for services (non-employees):   |                       |                                 |  |                             |
| a Management  |                       |                                 |  |                             |
| b Legal   | 400,589.              | 30,970.                         | 369,619.                               |                             |
| c Accounting  | 58,021.               |                                 | 58,021.                                |                             |
| d Lobbying  |                       |                                 |  |                             |
| e Professional fundraising services. See Part IV, line 17   |                       |                                 |  |                             |
| f Investment management fees  |                       |                                 |  |                             |
| g Other   | 528,454.              | 427,180.                        | 7,122.                                 | 94,152.                     |
| 12 Advertising and promotion  | 312,626.              | 267,677.                        | 695.                                   | 44,254.                     |
| 13 Office expenses  | 334,307.              | 290,148.                        | 24,457.                                | 19,702.                     |
| 14 Information technology   |                       |                                 |  |                             |
| 15 Royalties  |                       |                                 |  |                             |
| 16 Occupancy  | 47,191.               | 47,191.                         |  |                             |
| 17 Travel   | 692,198.              | 652,814.                        | 19,692.                                | 19,692.                     |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials   |                       |                                 |  |                             |
| 19 Conferences, conventions, and meetings   |                       |                                 |  |                             |
| 20 Interest   | 132,002.              | 98,675.                         | 20,170.                                | 13,157.                     |
| 21 Payments to affiliates   |                       |                                 |  |                             |
| 22 Depreciation, depletion, and amortization  | 200,988.              | 151,489.                        | 29,699.                                | 19,800.                     |
| 23 Insurance  | 92,974.               | 69,731.                         | 13,946.                                | 9,297.                      |
| 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 <b>MICRO ENTERPRISE - DIST</b>  | 27,919,506.           | 27,919,506.                     |  |                             |
| b <b>OTHER DISTRIBUTION COST</b>  | 498,059.              | 498,059.                        | 0.                                     | 0.                          |
| c <b>DIRECT MAIL EXPENSE</b>  | 336,172.              | 0.                              | 0.                                     | 336,172.                    |
| d <b>EVENTS</b>   | 229,810.              | 118,913.                        | 0.                                     | 110,897.                    |
| e All other expenses  | 206,243.              | 100,221.                        | 100,128.                               | 5,894.                      |
| 25 <b>Total functional expenses.</b> Add lines 1 through 24e  | 52,656,169.           | 50,165,415.                     | 1,479,859.                             | 1,010,895.                  |
| 26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.<br>Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) |                       |                                 |  |                             |

**Part X Balance Sheet**

|   |  | (A)<br>Beginning of year |             | (B)<br>End of year |            |
|---|--|--------------------------|-------------|--------------------|------------|
| <b>Assets</b>   | <b>1</b> Cash - non-interest-bearing .....   | 76,633.                  | 1           | 9,696.             |            |
|   | <b>2</b> Savings and temporary cash investments .....  | 296,903.                 | 2           |                    |            |
|   | <b>3</b> Pledges and grants receivable, net .....  |                          | 3           |                    |            |
|   | <b>4</b> Accounts receivable, net .....  | 8,597.                   | 4           | 17,132.            |            |
|   | <b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....   |                          | 5           |                    |            |
|   | <b>6</b> 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 instructions) ..... |                          | 6           |                    |            |
|   | <b>7</b> Notes and loans receivable, net .....   |                          | 7           |                    |            |
|   | <b>8</b> Inventories for sale or use .....   | 9,629,440.               | 8           | 9,667,601.         |            |
|   | <b>9</b> Prepaid expenses and deferred charges .....   | 130,197.                 | 9           | 16,832.            |            |
|   | <b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....   | <b>10a</b> 3,916,243.    |             |                    |            |
|   | <b>b</b> Less: accumulated depreciation .....  | <b>10b</b> 422,423.      | 3,638,342.  | <b>10c</b>         | 3,493,820. |
|   | <b>11</b> Investments - publicly traded securities .....   |                          | 11          |                    |            |
|   | <b>12</b> Investments - other securities. See Part IV, line 11 .....   |                          | 12          |                    |            |
|   | <b>13</b> Investments - program-related. See Part IV, line 11 .....  |                          | 13          |                    |            |
|   | <b>14</b> Intangible assets .....  |                          | 14          |                    |            |
|   | <b>15</b> Other assets. See Part IV, line 11 .....   | 2,513,455.               | 15          | 1,258,753.         |            |
| <b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) ..... | 16,293,567.  | 16                       | 14,463,834. |                    |            |
| <b>Liabilities</b>  | <b>17</b> Accounts payable and accrued expenses .....  | 622,323.                 | 17          | 1,302,981.         |            |
|   | <b>18</b> Grants payable .....   |                          | 18          |                    |            |
|   | <b>19</b> Deferred revenue .....   | 354,252.                 | 19          | 218,292.           |            |
|   | <b>20</b> Tax-exempt bond liabilities .....  |                          | 20          |                    |            |
|   | <b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....  |                          | 21          |                    |            |
|   | <b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....   |                          | 22          |                    |            |
|   | <b>23</b> Secured mortgages and notes payable to unrelated third parties .....   | 2,594,684.               | 23          | 2,958,858.         |            |
|   | <b>24</b> Unsecured notes and loans payable to unrelated third parties .....   |                          | 24          |                    |            |
|   | <b>25</b> 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 .....  | 1,579,200.               | 25          | 0.                 |            |
|   | <b>26 Total liabilities.</b> Add lines 17 through 25 .....   | 5,150,459.               | 26          | 4,480,131.         |            |
| <b>Net Assets or Fund Balances</b>  | <b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>   |                          |             |                    |            |
|   | <b>27</b> Unrestricted net assets .....  | 9,664,200.               | 27          | 5,345,533.         |            |
|   | <b>28</b> Temporarily restricted net assets .....  | 1,478,908.               | 28          | 4,638,170.         |            |
|   | <b>29</b> Permanently restricted net assets .....  |                          | 29          |                    |            |
|   | <b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>  |                          |             |                    |            |
|   | <b>30</b> Capital stock or trust principal, or current funds .....   |                          | 30          |                    |            |
|   | <b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....   |                          | 31          |                    |            |
|   | <b>32</b> Retained earnings, endowment, accumulated income, or other funds .....   |                          | 32          |                    |            |
|   | <b>33</b> Total net assets or fund balances .....  | 11,143,108.              | 33          | 9,983,703.         |            |
| <b>34</b> Total liabilities and net assets/fund balances .....            | 16,293,567.  | 34                       | 14,463,834. |                    |            |

**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 | 51,496,764. |
| 2 | Total expenses (must equal Part IX, column (A), line 25)   | 2 | 52,656,169. |
| 3 | Revenue less expenses. Subtract line 2 from line 1   | 3 | -1,159,405. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                      | 4 | 11,143,108. |
| 5 | Other changes in net assets or fund balances (explain in Schedule O)   | 5 | 0.          |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 9,983,703.  |

**Part XII Financial Statements and Reporting**

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

|    |   | Yes | No |
|----|---|-----|----|
| 1  | Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.   |     |    |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant?   |     | X  |
| 2b | Were the organization's financial statements audited by an independent accountant?  | X   |    |
| 2c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | X   |    |
| d  | If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:<br><input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis                  |     |    |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?  |     | X  |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.   |     |    |

Form 990 (2011)

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

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2011**

Open to Public Inspection

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

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

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

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

|  | 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? ..... | <b>11g(i)</b>   |    |
| (ii) A family member of a person described in (i) above? .....   | <b>11g(ii)</b>  |    |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? .....  | <b>11g(iii)</b> |    |
- h Provide the following information about the supported organization(s).

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2011

**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) 2007  | (b) 2008  | (c) 2009  | (d) 2010  | (e) 2011  | (f) Total |
|---|-----------|-----------|-----------|-----------|-----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....  | 17108060. | 36737905. | 73547614. | 62016593. | 48452696. | 237862868 |
| 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 .....   | 17108060. | 36737905. | 73547614. | 62016593. | 48452696. | 237862868 |
| 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) ..... |           |           |           |           |           | 10162026. |
| 6 <b>Public support.</b> Subtract line 5 from line 4.   |           |           |           |           |           | 227700842 |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ▶  | (a) 2007                 | (b) 2008  | (c) 2009  | (d) 2010  | (e) 2011  | (f) Total   |
|--|--------------------------|-----------|-----------|-----------|-----------|-------------|
| 7 Amounts from line 4 .....  | 17108060.                | 36737905. | 73547614. | 62016593. | 48452696. | 237862868   |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....   | 289,818.                 | 208,264.  | 7,668.    | 14,785.   | 4,411.    | 524,946.    |
| 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.) .....   | 12544067.                | 748,896.  | 59,683.   | 54,780.   | 12,354.   | 13419780.   |
| 11 <b>Total support.</b> Add lines 7 through 10  |                          |           |           |           |           | 251807594   |
| 12 Gross receipts from related activities, etc. (see instructions) .....   |                          |           |           |           | 12        | 11,315,922. |
| 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 2011 (line 6, column (f) divided by line 11, column (f)) .....   | 14                                  | 90.43 | % |
| 15 Public support percentage from 2010 Schedule A, Part II, line 14 .....   | 15                                  | 88.37 | % |
| 16a <b>33 1/3% support test - 2011.</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 - 2010.</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 - 2011.</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 - 2010.</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"/>            |       |   |

**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) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (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) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (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.)   |          |          |          |          |          |           |

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

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

|  |           |   |
|--|-----------|---|
| <b>15</b> Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) ..... | <b>15</b> | % |
| <b>16</b> Public support percentage from 2010 Schedule A, Part III, line 15 .....                      | <b>16</b> | % |

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

|  |           |   |
|--|-----------|---|
| <b>17</b> Investment income percentage for <b>2011</b> (line 10c, column (f) divided by line 13, column (f)) ..... | <b>17</b> | % |
| <b>18</b> Investment income percentage from <b>2010</b> Schedule A, Part III, line 17 .....                        | <b>18</b> | % |

**19a 33 1/3% support tests - 2011.** 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 - 2010.** 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

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2011**

Name of the organization

SOLES4SOULS, INC.

Employer identification number

20-4023482

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)



|  |   |
|--|---|
| Name of organization<br><b>SOLES4SOULS, INC.</b> | Employer identification number<br><b>20-4023482</b> |
|--|---|

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4 | (c)<br>Total contributions | (d)<br>Type of contribution  |
|------------|-----------------------------------|----------------------------|--|
| <u>1</u>   | _____<br>_____<br>_____           | \$ <u>3,369,925.</u>       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| <u>2</u>   | _____<br>_____<br>_____           | \$ <u>2,279,168.</u>       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| <u>3</u>   | _____<br>_____<br>_____           | \$ <u>1,904,499.</u>       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| <u>4</u>   | _____<br>_____<br>_____           | \$ <u>1,574,904.</u>       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| <u>5</u>   | _____<br>_____<br>_____           | \$ <u>2,071,847.</u>       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| <u>6</u>   | _____<br>_____<br>_____           | \$ <u>1,272,526.</u>       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |

|  |   |
|--|---|
| Name of organization<br><b>SOLES4SOULS, INC.</b> | Employer identification number<br><b>20-4023482</b> |
|--|---|

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No.              | (b)<br>Name, address, and ZIP + 4 | (c)<br>Total contributions | (d)<br>Type of contribution  |
|-------------------------|-----------------------------------|----------------------------|--|
| 7                       | <hr/> <hr/> <hr/> <hr/>           | \$ <u>3,000,000.</u>       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 8                       | <hr/> <hr/> <hr/> <hr/>           | \$ <u>2,663,850.</u>       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 9                       | <hr/> <hr/> <hr/> <hr/>           | \$ <u>1,254,220.</u>       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| <hr/> <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> <hr/>           | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
| <hr/> <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> <hr/>           | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
| <hr/> <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> <hr/>           | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |

|  |   |
|--|---|
| Name of organization<br><b>SOLES4SOULS, INC.</b> | Employer identification number<br><b>20-4023482</b> |
|--|---|

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                    | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|------------------------------|---|--|----------------------|
| <u>1</u>                     | SHOES<br>_____<br>_____<br>_____                                | \$ <u>3,369,925.</u>                           | <u>12/31/12</u>      |
| <u>2</u>                     | SHOES<br>_____<br>_____<br>_____                                | \$ <u>2,279,168.</u>                           | <u>12/31/12</u>      |
| <u>3</u>                     | SHOES<br>_____<br>_____<br>_____                                | \$ <u>1,904,499.</u>                           | <u>12/31/12</u>      |
| <u>4</u>                     | SHOES<br>_____<br>_____<br>_____                                | \$ <u>1,574,904.</u>                           | <u>12/31/12</u>      |
| <u>5</u>                     | SHOES, TOYS, & OTHER RELIEF SUPPLIES<br>_____<br>_____<br>_____ | \$ <u>2,071,847.</u>                           | <u>12/31/12</u>      |
| <u>6</u>                     | SHOES & CLOTHES<br>_____<br>_____<br>_____                      | \$ <u>1,272,526.</u>                           | <u>12/31/12</u>      |

|  |   |
|--|---|
| Name of organization<br><b>SOLES4SOULS, INC.</b> | Employer identification number<br><b>20-4023482</b> |
|--|---|

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|------------------------------|--|--|----------------------|
| 7                            | CLOTHING<br>_____<br>_____<br>_____          | \$ 3,000,000.                                  | 12/31/12             |
| 8                            | CLOTHING<br>_____<br>_____<br>_____          | \$ 2,663,850.                                  | 12/31/12             |
| 9                            | CLOTHING<br>_____<br>_____<br>_____          | \$ 1,254,220.                                  | 12/31/12             |
|                              | _____<br>_____<br>_____                      | \$ _____                                       | _____                |
|                              | _____<br>_____<br>_____                      | \$ _____                                       | _____                |
|                              | _____<br>_____<br>_____                      | \$ _____                                       | _____                |

|  |   |
|--|---|
| Name of organization<br><b>SOLES4SOULS, INC.</b> | Employer identification number<br><b>20-4023482</b> |
|--|---|

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

| (a) No. from Part I                            | (b) Purpose of gift | (c) Use of gift                                 | (d) Description of how gift is held |
|--|---------------------|---|-------------------------------------|
|  |                     |   |                                     |
| <b>(e) Transfer of gift</b>                    |                     |   |                                     |
| <b>Transferee's name, address, and ZIP + 4</b> |                     | <b>Relationship of transferor to transferee</b> |                                     |
|  |                     |   |                                     |
| (a) No. from Part I                            | (b) Purpose of gift | (c) Use of gift                                 | (d) Description of how gift is held |
|  |                     |   |                                     |
| <b>(e) Transfer of gift</b>                    |                     |   |                                     |
| <b>Transferee's name, address, and ZIP + 4</b> |                     | <b>Relationship of transferor to transferee</b> |                                     |
|  |                     |   |                                     |
| (a) No. from Part I                            | (b) Purpose of gift | (c) Use of gift                                 | (d) Description of how gift is held |
|  |                     |   |                                     |
| <b>(e) Transfer of gift</b>                    |                     |   |                                     |
| <b>Transferee's name, address, and ZIP + 4</b> |                     | <b>Relationship of transferor to transferee</b> |                                     |
|  |                     |   |                                     |
| (a) No. from Part I                            | (b) Purpose of gift | (c) Use of gift                                 | (d) Description of how gift is held |
|  |                     |   |                                     |
| <b>(e) Transfer of gift</b>                    |                     |   |                                     |
| <b>Transferee's name, address, and ZIP + 4</b> |                     | <b>Relationship of transferor to transferee</b> |                                     |
|  |                     |   |                                     |

**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

**2011**

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).

Preservation of land for public use (e.g., recreation or education)       Preservation of an historically important land area

Protection of natural habitat       Preservation of a certified historic structure

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

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (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 XIV, 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 XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:
- |                                 | Amount    |
|---------------------------------|-----------|
| c Beginning balance             | <b>1c</b> |
| d Additions during the year     | <b>1d</b> |
| e Distributions during the year | <b>1e</b> |
| f Ending balance                | <b>1f</b> |
- 2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No
- b If "Yes," explain the arrangement in Part XIV.

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

|  | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance                     |                  |                |                    |                      |                     |
| b Contributions                                  |                  |                |                    |                      |                     |
| c 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:
- |   | Yes           | No |
|---|---------------|----|
| (i) unrelated organizations   | <b>3a(i)</b>  |    |
| (ii) related organizations  | <b>3a(ii)</b> |    |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | <b>3b</b>     |    |

**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.                      | 151,767.                     | 3,046,611.        |
| c Leasehold improvements   |                                      | 15,850.                         | 5,284.                       | 10,566.           |
| d Equipment  |                                      | 117,082.                        | 97,437.                      | 19,645.           |
| e Other  |                                      | 346,133.                        | 167,935.                     | 178,198.          |
| <b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) |                                      |                                 |                              | <b>3,493,820.</b> |

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

| (a) Description of security or category<br>(including name of security) | (b) Book value | (c) Method of valuation:<br>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:<br>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) DUE FROM SUPPORTING ORGANIZATION                                     | 1,225,815.     |
| (2) MORTGAGE LOAN COSTS  | 32,938.        |
| (3)  |                |
| (4)  |                |
| (5)  |                |
| (6)  |                |
| (7)  |                |
| (8)  |                |
| (9)  |                |
| (10)   |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 15.) | 1,258,753.     |

**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.) |                |

FIN 48 (ASC 740) Footnote. In Part XIV, 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).



**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

|    |  |    |             |
|----|--|----|-------------|
| 1  | Total revenue (Form 990, Part VIII, column (A), line 12)                                 | 1  | 51,496,764. |
| 2  | Total expenses (Form 990, Part IX, column (A), line 25)                                  | 2  | 52,656,169. |
| 3  | Excess or (deficit) for the year. Subtract line 2 from line 1                            | 3  | -1,159,405. |
| 4  | Net unrealized gains (losses) on investments   | 4  |             |
| 5  | Donated services and use of facilities   | 5  |             |
| 6  | Investment expenses  | 6  |             |
| 7  | Prior period adjustments   | 7  |             |
| 8  | Other (Describe in Part XIV.)  | 8  |             |
| 9  | Total adjustments (net). Add lines 4 through 8   | 9  |             |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 | 10 | -1,159,405. |

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

|   |   |    |             |
|---|---|----|-------------|
| 1 | Total revenue, gains, and other support per audited financial statements        | 1  | 51,369,188. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12:             |    |             |
| a | Net unrealized gains on investments   | 2a | -352,514.   |
| b | Donated services and use of facilities  | 2b |             |
| c | Recoveries of prior year grants   | 2c |             |
| d | Other (Describe in Part XIV.)   | 2d | 224,938.    |
| e | Add lines 2a through 2d   | 2e | -127,576.   |
| 3 | Subtract line 2e from line 1  | 3  | 51,496,764. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1:            |    |             |
| a | Investment expenses not included on Form 990, Part VIII, line 7b                | 4a |             |
| b | Other (Describe in Part XIV.)   | 4b |             |
| c | Add lines 4a and 4b   | 4c | 0.          |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | 5  | 51,496,764. |

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

|   |  |    |             |
|---|--|----|-------------|
| 1 | Total expenses and losses per audited financial statements                       | 1  | 52,744,514. |
| 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 XIV.)  | 2d | 88,345.     |
| e | Add lines 2a through 2d  | 2e | 88,345.     |
| 3 | Subtract line 2e from line 1   | 3  | 52,656,169. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1:               |    |             |
| a | Investment expenses not included on Form 990, Part VIII, line 7b                 | 4a |             |
| b | Other (Describe in Part XIV.)  | 4b |             |
| c | Add lines 4a and 4b  | 4c | 0.          |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 5  | 52,656,169. |

**Part XIV Supplemental Information**

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

**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

**Part XIV Supplemental Information** (continued)

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

PART XII, LINE 2D - OTHER ADJUSTMENTS:

|   |                 |
|---|-----------------|
| CHANGING THE WORLD INVESTMENT INCOME          | 166,785.        |
| DIRECT SPECIAL EVENT EXPENSES                 | 58,153.         |
| <b>TOTAL TO SCHEDULE D, PART XII, LINE 2D</b> | <b>224,938.</b> |

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

|  |                |
|--|----------------|
| CHANGING THE WORLD EXPENSES                    | 30,192.        |
| DIRECT SPECIAL EVENT EXPENSES                  | 58,153.        |
| <b>TOTAL TO SCHEDULE D, PART XIII, LINE 2D</b> | <b>88,345.</b> |

**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

**2011**

Open to Public  
Inspection

Name of the organization: **SOLES4SOULS, INC.** Employer identification number: **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   | 200,000.   |
| GUIMACA, HONDURAS                                       | 0                                   | 0  | PROGRAM SERVICES  | TO DISTRIBUTE FOOTWEAR   | 60,000.  |
| TRUJILLO, PERU  | 0                                   | 0  | PROGRAM SERVICES  | TO DISTRIBUTE FOOTWEAR   | 40,000.  |
| MONTEGO BAY, JAMAICA                                    | 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   | 80,000.  |
| SAN JOSE, COSTA RICA                                    | 0                                   | 0  | PROGRAM SERVICES  | TO DISTRIBUTE FOOTWEAR   | 200,000.   |
| <b>3 a</b> Sub-total .....                              | 0                                   | 0  |   |  | 660,000.   |
| <b>b</b> Total from continuation sheets to Part I ..... | 0                                   | 0  |   |  | 0.   |
| <b>c Totals</b> (add lines 3a and 3b) .....             | 0                                   | 0  |   |  | 660,000.   |

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

Schedule F (Form 990) 2011

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000  Part II can be duplicated if additional space is needed.

| 1<br>(a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|-------------------------------|--|------------|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |
|                               |  |            |                      |                          |                                 |                                   |  |   |

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) |
|---------------------------------|--------------------------|--------------------------|--------------------------|---------------------------------|-----------------------------------|---|---|
| 10,000 PAIRS OF FOOTWEAR        | PORT AU PRINCE,<br>HAITI | 10,000                   | 0.                       |                                 | 200,000.                          | OUR OUTREACH TEAM<br>MADE 5 TRIPS TO HAITI<br>& DISTRIBUTED 10,000<br>PAIRS OF SHOES. | FMV   |
| 3,000 PAIRS OF FOOTWEAR         | GUIMACA, HONDURAS        | 3,000                    | 0.                       |                                 | 60,000.                           | OUR OUTREACH TEAM<br>MADE 2 TRIPS TO<br>HONDURAS &<br>DISTRIBUTED 3,000               | FMV   |
| 2,000 PAIRS OF FOOTWEAR         | TRUJILLO, PERU           | 2,000                    | 0.                       |                                 | 40,000.                           | OUR OUTREACH TEAM<br>MADE 1 TRIP TO PERU &<br>DISTRIBUTED 2,000<br>PAIRS OF SHOES.    | FMV   |
| 2,000 PAIRS OF FOOTWEAR         | MONTEGO BAY,<br>JAMACIA  | 2,000                    | 0.                       |                                 | 40,000.                           | OUR OUTREACH TEAM<br>MADE 1 TRIP TO<br>JAMACIA & DISTRIBUTED<br>2,000 PAIRS OF SHOES. | FMV   |
| 2,000 PAIRS OF FOOTWEAR         | SAALEM, INDIA            | 2,000                    | 0.                       |                                 | 40,000.                           | OUR OUTREACH TEAM<br>MADE 1 TRIP TO INDIA<br>& DISTRIBUTED 2,000<br>PAIRS OF SHOES.   | FMV   |
| 4,000 PAIRS OF FOOTWEAR         | KIGOMA, TANZANIA         | 4,000                    | 0.                       |                                 | 80,000.                           | OUR OUTREACH TEAM<br>MADE 2 TRIPS TO<br>TANZANIA &<br>DISTRIBUTED 4,000               | FMV   |
| 10,000 PAIRS OF FOOTWEAR        | SAN JOSE, COSTA<br>RICA  | 10,000                   | 0.                       |                                 | 200,000.                          | OUR OUTREACH TEAM<br>MADE 5 TRIPS TO COSTA<br>RICA & DISTRIBUTED<br>10,000 PAIRS OF   | FMV   |
|                                 |                          |                          |                          |                                 |                                   |   |   |
|                                 |                          |                          |                          |                                 |                                   |   |   |

SEE PART V FOR COLUMN (G) DESCRIPTIONS

Schedule F (Form 990) 2011

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) 2011

**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 ASSETS GIVEN TO RECIPIENTS.

PART III, COLUMN (G):

REGION: GUIMACA, HONDURAS

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

REGION: KIGOMA, TANZANIA

(G) DESCRIPTION OF NON-CASH ASSISTANCE: OUR OUTREACH TEAM MADE 2 TRIPS TO TANZANIA & DISTRIBUTED 4,000 PAIRS OF SHOES.

REGION: SAN JOSE, COSTA RICA

(G) DESCRIPTION OF NON-CASH ASSISTANCE: OUR OUTREACH TEAM MADE 5 TRIPS TO COSTA RICA & DISTRIBUTED 10,000 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, HONDURAS, PERU, JAMAICA, INDIA, TANZANIA, & COSTA RICA ON A TOTAL OF 17 OF THESE TRIPS, PERSONALLY GIVING OVER 33,000 PAIRS OF SHOES TO CHILDREN AND FAMILIES IN ORPHANAGES, SCHOOLS, VILLAGES, AND EVEN TENT CITIES. THE PROGRAM ANTICIPATES 25 TRIPS IN 2013 AND IS PLANNING TO EXPAND INTO NEW COUNTRIES.

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

Department of the Treasury  
Internal Revenue Service

## Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

# 2011

**Open To Public  
Inspection**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,  
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

|  |   |
|--|---|
| Name of the organization<br><b>SOLES4SOULS, INC.</b> | Employer identification number<br><b>20-4023482</b> |
|--|---|

**Part I Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

**1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- |   |   |
|---|---|
| <p><b>a</b> <input type="checkbox"/> Mail solicitations</p> <p><b>b</b> <input type="checkbox"/> Internet and email solicitations</p> <p><b>c</b> <input type="checkbox"/> Phone solicitations</p> <p><b>d</b> <input type="checkbox"/> In-person solicitations</p> | <p><b>e</b> <input type="checkbox"/> Solicitation of non-government grants</p> <p><b>f</b> <input type="checkbox"/> Solicitation of government grants</p> <p><b>g</b> <input type="checkbox"/> Special fundraising events</p> |
|---|---|

**2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  **Yes**  **No**

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? |    | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col. (i) | (vi) Amount paid to (or retained by) organization |
|---|---------------|--|----|-----------------------------------|---|---|
|   |               | Yes  | No |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
| <b>Total</b> .....  |               |  |    | ▶                                 |   |   |

**3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

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**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

|                 |   | (a) Event #1                        | (b) Event #2                    | (c) Other events     | (d) Total events<br>(add col. (a) through col. (c)) |
|-----------------|---|-------------------------------------|---------------------------------|----------------------|---|
|                 |   | RETAIL POS DONATION<br>(event type) | CAUSE MARKETING<br>(event type) | 26<br>(total number) |   |
| Revenue         | <b>1</b> Gross receipts .....   | 207,760.                            | 259,975.                        | 195,663.             | 663,398.  |
|                 | <b>2</b> Less: Charitable contributions .....                               | 207,760.                            | 259,975.                        | 195,663.             | 663,398.  |
|                 | <b>3</b> Gross income (line 1 minus line 2) .....                           |                                     |                                 |                      |   |
| Direct Expenses | <b>4</b> Cash prizes .....  |                                     |                                 |                      |   |
|                 | <b>5</b> Noncash prizes .....   |                                     |                                 |                      |   |
|                 | <b>6</b> Rent/facility costs .....  |                                     |                                 |                      |   |
|                 | <b>7</b> Food and beverages .....   |                                     |                                 |                      |   |
|                 | <b>8</b> Entertainment .....  |                                     |                                 |                      |   |
|                 | <b>9</b> Other direct expenses .....  |                                     |                                 | 58,153.              | 58,153.   |
|                 | <b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) ..... |                                     |                                 |                      | ( 58,153 )  |
|                 | <b>11</b> Net income summary. Combine line 3, column (d), and line 10 ..... |                                     |                                 |                      | - 58,153.   |

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

|  |                                      | (a) Bingo   | (b) Pull tabs/instant bingo/progressive bingo                       | (c) Other gaming  | (d) Total gaming (add col. (a) through col. (c)) |
|--|--------------------------------------|---|---|---|--|
|  |                                      | <b>1</b> Gross revenue .....  |   |   |  |
| Direct Expenses  | <b>2</b> Cash prizes .....           |   |   |   |  |
|  | <b>3</b> Noncash prizes .....        |   |   |   |  |
|  | <b>4</b> Rent/facility costs .....   |   |   |   |  |
|  | <b>5</b> Other direct expenses ..... |   |   |   |  |
|  | <b>6</b> Volunteer labor .....       | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No |  |
| <b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) .....     |                                      |   |   | ( )   |  |
| <b>8</b> Net gaming income summary. Combine line 1, column d, and line 7 ..... |                                      |   |   |   |  |

**9** Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_  
**a** Is the organization licensed to operate gaming activities in each of these states?  Yes  No  
**b** If "No," explain: \_\_\_\_\_

**10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No  
**b** If "Yes," explain: \_\_\_\_\_

- 11 Does the organization operate gaming activities with nonmembers?  Yes  No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13 Indicate the percentage of gaming activity operated in:
 

|                               |     |   |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility         | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_ .

c If "Yes," enter name and address of the third party:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

Director/officer       Employee       Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ \_\_\_\_\_

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

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**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

**2011**

**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. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

| <b>1 (a)</b> Name and address of organization or government                                  | <b>(b)</b> EIN | <b>(c)</b> IRC section if applicable | <b>(d)</b> Amount of cash grant | <b>(e)</b> Amount of non-cash assistance | <b>(f)</b> Method of valuation (book, FMV, appraisal, other) | <b>(g)</b> Description of non-cash assistance                  | <b>(h)</b> 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.                              | 6,255,431.                               | FMV  | 516,492 PAIRS OF FOOTWEAR, 100,054 LBS OF CLOTHES, & OTHER     | TO DISTRIBUTE TO THE NEEDY                |
| OPERATION COMPASSION<br>114 STUART ROAD NE STE 370<br>CLEVELAND, TN 37312                    | 62-1697490     | 501(C)(3)                            | 0.                              | 7,430,449.                               | FMV  | 410,020 PAIRS OF FOOTWEAR, 67,563 LBS OF CLOTHES, & 95,872 LBS | TO DISTRIBUTE TO THE NEEDY                |
| WORLD EMERGENCY RELIEF<br>27715 JEFFERSON AVE STE 205<br>TEMECULA, CA 92590                  | 95-4014743     | 501(C)(3)                            | 0.                              | 396,120.                                 | FMV  | 79,224 PAIRS OF FOOTWEAR                                       | TO DISTRIBUTE TO THE NEEDY                |
| ASSIST INTERNATIONAL<br>230 MT HERMON RD<br>SCOTTS VALLEY, CA 95066                          | 77-0243475     | 501(C)(3)                            | 0.                              | 130,110.                                 | FMV  | 26,022 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 **4.**
- 3** Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2011)

**SEE PART IV FOR COLUMN (G) DESCRIPTIONS**

**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                           | 70656                    | 0.                       | 1,413,124.                        | ORGANIZATION ESTIMATE                                 | SHOES                                  |
| CLOTHING                        | 40732                    | 0.                       | 610,982.                          | ORGANIZATION ESTIMATE                                 | CLOTHING                               |
| OTHER RELIEF SUPPLIES           | 14035                    | 0.                       | 491,211.                          | ORGANIZATION ESTIMATE                                 | RELIEF AND SCHOOL SUPPLIES             |
|                                 |                          |                          |                                   |   |  |
|                                 |                          |                          |                                   |   |  |

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, 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)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2011**

Open to Public Inspection

Name of the organization

SOLES4SOULS, INC.

Employer identification number

20-4023482

**Part I Questions Regarding Compensation**

|  | Yes       | No |
|--|-----------|----|
| <b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.<br><input type="checkbox"/> First-class or charter travel<br><input type="checkbox"/> Travel for companions<br><input type="checkbox"/> Tax indemnification and gross-up payments<br><input type="checkbox"/> Discretionary spending account<br><input type="checkbox"/> Housing allowance or residence for personal use<br><input type="checkbox"/> Payments for business use of personal residence<br><input type="checkbox"/> Health or social club dues or initiation fees<br><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |           |    |
| <b>b</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 .....  | <b>1b</b> |    |
| <b>2</b> 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? .....  | <b>2</b>  |    |
| <b>3</b> 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. Explain in Part III.<br><input type="checkbox"/> Compensation committee<br><input checked="" type="checkbox"/> Independent compensation consultant<br><input type="checkbox"/> Form 990 of other organizations<br><input checked="" type="checkbox"/> Written employment contract<br><input checked="" type="checkbox"/> Compensation survey or study<br><input checked="" type="checkbox"/> Approval by the board or compensation committee   |           |    |
| <b>4</b> During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:<br><b>a</b> Receive a severance payment or change-of-control payment? .....  | <b>4a</b> | X  |
| <b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....   | <b>4b</b> | X  |
| <b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....  | <b>4c</b> | X  |
| If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.  |           |    |
| <b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b>   |           |    |
| <b>5</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:<br><b>a</b> The organization? .....  | <b>5a</b> | X  |
| <b>b</b> Any related organization? .....   | <b>5b</b> | X  |
| If "Yes" to line 5a or 5b, describe in Part III.   |           |    |
| <b>6</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:<br><b>a</b> The organization? .....  | <b>6a</b> | X  |
| <b>b</b> Any related organization? .....   | <b>6b</b> | X  |
| If "Yes" to line 6a or 6b, describe in Part III.   |           |    |
| <b>7</b> 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 .....  | <b>7</b>  | X  |
| <b>8</b> 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 .....   | <b>8</b>  | X  |
| <b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....  | <b>9</b>  |    |

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

Schedule J (Form 990) 2011

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

| (A) Name         |      | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|------------------|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
|                  |      | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |   |
| 1 WAYNE ELSEY    | (i)  | 533,112.   | 0.                                  | 0.                                  | 16,500.  | 0.                      | 549,612.                        | 0.  |
|                  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| 2 KEVIN GOUGHARY | (i)  | 189,963.   | 0.                                  | 0.                                  | 11,782.  | 0.                      | 201,745.                        | 0.  |
|                  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| 3 TODD MCKEE     | (i)  | 272,948.   | 0.                                  | 0.                                  | 14,088.  | 0.                      | 287,036.                        | 0.  |
|                  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| 4 KEITH WOODLEY  | (i)  | 160,636.   | 0.                                  | 0.                                  | 10,028.  | 0.                      | 170,664.                        | 0.  |
|                  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| 5                | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| 6                | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| 7                | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| 8                | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| 9                | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| 10               | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| 11               | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| 12               | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| 13               | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| 14               | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| 15               | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| 16               | (i)  |  |                                     |                                     |  |                         |                                 |   |
|                  | (ii) |  |                                     |                                     |  |                         |                                 |   |

**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 7- NON-FIXED PAYMENTS PROVIDED: BONUSES

ARE PAID AT BOARD'S DISCRETION.



**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2011**

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)<br>Check if applicable | (b)<br>Number of contributions or items contributed | (c)<br>Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d)<br>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                               | X                          |   | 46,924,630.  | ORGANIZATION'S ESTIM                                      |
| 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** **31**

|   | Yes | No |
|---|-----|----|
| 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? ..... |     | X  |
| 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? .....  |     | X  |
| 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....  |     | X  |
| 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) (2011)

**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

**2011**

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:

SHOES TO SUPPORT MICRO-BUSINESS EFFORTS TO ERADICATE POVERTY.

SOLES4SOULS' OTHER TWO DIVISIONS, CLOTHES4SOULS AND HOPE4SOULS, PROVIDE  
THE SAME RELIEF AND SUPPORT THROUGH CLOTHING AND OTHER NECESSITIES.

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

AND OTHER NECESSITIES.

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

SHOES WILL PROVIDE A LIVELIHOOD FOR MANY IMPOVERISHED FAMILIES,  
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: ORGANIZATION'S PROCESS USED TO

REVIEW FORM 990: UPON APPROVAL OF THE DRAFT RETURN BY THE CFO, THE FORM 990  
IS THEN MADE AVAILABLE TO THE BOARD OF DIRECTORS PRIOR TO ITS FILING.

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: COMPENSATION PROCESS FOR TOP

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

Schedule O (Form 990 or 990-EZ) (2011)

132211  
01-23-12

|   |  |
|---|--|
| Name of the organization<br>SOLES4SOULS, INC. | Employer identification number<br>20-4023482 |
|---|--|

OFFICIAL: 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.

COMPENSATION PROCESS FOR OFFICERS: 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 2011 CALENDAR YEAR. THE FISCAL YEAR COMPENSATION AMOUNTS FOR THESE OFFICERS ARE INCLUDED ON PART IX LINE 5.

FORM 990, PART VII:  
ON APRIL 1, 2012, S4S ENTERED INTO A SEPARATION AGREEMENT TO TERMINATE THE FORMER CEO'S EMPLOYMENT CONTRACT. THE TOTAL FINANCIAL OBLIGATION TO THE ORGANIZATION PURSUANT TO THIS AGREEMENT IS \$406,250 AND IS

|   |  |
|---|--|
| Name of the organization<br>SOLES4SOULS, INC. | Employer identification number<br>20-4023482 |
|---|--|

REPORTED AS SALARY EXPENSE IN THE 2012 CONSOLIDATED STATEMENT OF  
 ACTIVITIES. AT JUNE 30, 2012, APPROXIMATELY \$300,000 OF THIS AMOUNT  
 WAS INCLUDED IN ACCOUNTS PAYABLE AND ACCRUED EXPENSES.

FORM 990, PART IX, LINE #24A:  
 THE MICRO-ENTERPRISE IN-KIND DISTRIBUTIONS CONSISTED OF 2,747,002 PAIRS  
 OF SHOES VALUED AT \$18,797,221 AND CLOTHING VALUED AT \$9,122,285.

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.

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

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

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

| (a)<br>Name, address, and EIN<br>of disregarded entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or<br>foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling<br>entity |
|--|-------------------------|---|---------------------|---------------------------|-------------------------------------|
|  |                         |   |                     |                           |                                     |
|  |                         |   |                     |                           |                                     |
|  |                         |   |                     |                           |                                     |
|  |                         |   |                     |                           |                                     |
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|  |                         |   |                     |                           |                                     |
|  |                         |   |                     |                           |                                     |
|  |                         |   |                     |                           |                                     |

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a)<br>Name, address, and EIN<br>of related organization  | (b)<br>Primary activity | (c)<br>Legal domicile (state or<br>foreign country) | (d)<br>Exempt Code<br>section | (e)<br>Public charity<br>status (if section<br>501(c)(3)) | (f)<br>Direct controlling<br>entity | (g)<br>Section 512(b)(13)<br>controlled<br>entity? |    |
|---|-------------------------|---|-------------------------------|---|-------------------------------------|--|----|
|   |                         |   |                               |   |                                     | Yes  | No |
| CHANGING THE WORLD FOUNDATION, INC. -<br>26-4305664, 319 MARTINGALE DRIVE, OLD<br>HICKORY, TN 37138 | SUPPORTING              | TENNESSEE   | 509A3                         | 11A   | N/A                                 |  | X  |
|   |                         |   |                               |   |                                     |  |    |
|   |                         |   |                               |   |                                     |  |    |
|   |                         |   |                               |   |                                     |  |    |
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|   |                         |   |                               |   |                                     |  |    |
|   |                         |   |                               |   |                                     |  |    |

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

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

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

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

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, 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 <b>(i)</b> interest <b>(ii)</b> annuities <b>(iii)</b> royalties or <b>(iv)</b> rent from a controlled entity ..... |     | X  |
| <b>b</b> Gift, grant, or capital contribution to related organization(s) .....  |     | X  |
| <b>c</b> Gift, grant, or capital contribution from related organization(s) .....  |     | X  |
| <b>d</b> Loans or loan guarantees to or for related organization(s) .....   |     | X  |
| <b>e</b> Loans or loan guarantees by related organization(s) .....  |     | X  |
| <b>f</b> Sale of assets to related organization(s) .....  |     | X  |
| <b>g</b> Purchase of assets from related organization(s) .....  |     | X  |
| <b>h</b> Exchange of assets with related organization(s) .....  |     | X  |
| <b>i</b> Lease of facilities, equipment, or other assets to related organization(s) .....   |     | X  |
| <b>j</b> Lease of facilities, equipment, or other assets from related organization(s) .....   |     | X  |
| <b>k</b> Performance of services or membership or fundraising solicitations for related organization(s) .....                           |     | X  |
| <b>l</b> Performance of services or membership or fundraising solicitations by related organization(s) .....                            |     | X  |
| <b>m</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....                            |     | X  |
| <b>n</b> Sharing of paid employees with related organization(s) .....   |     | X  |
| <b>o</b> Reimbursement paid to related organization(s) for expenses .....   |     | X  |
| <b>p</b> Reimbursement paid by related organization(s) for expenses .....   |     | X  |
| <b>q</b> Other transfer of cash or property to related organization(s) .....  |     | X  |
| <b>r</b> Other transfer of cash or property from related organization(s) .....  | X   |    |

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

| (a)<br>Name of other organization              | (b)<br>Transaction type (a-r) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|--|-------------------------------|------------------------|--|
| <b>(1) CHANGING THE WORLD FOUNDATION, INC.</b> | R                             | 1,287,640.             | CASH   |
| <b>(2)</b>                                     |                               |                        |  |
| <b>(3)</b>                                     |                               |                        |  |
| <b>(4)</b>                                     |                               |                        |  |
| <b>(5)</b>                                     |                               |                        |  |
| <b>(6)</b>                                     |                               |                        |  |

**Part VI Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

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

| (a)<br>Name, address, and EIN<br>of entity | (b)<br>Primary activity | (c)<br>Legal domicile<br>(state or foreign<br>country) | (d)<br>Predominant income<br>(related, unrelated,<br>excluded from tax<br>under section 512-514) | (e)<br>Are all<br>partners sec.<br>501(c)(3)<br>orgs.? |    | (f)<br>Share of<br>total<br>income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Dispropor-<br>tionate<br>allocations? |    | (i)<br>Code V-UBI<br>amount in box 20<br>of Schedule K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|--|-------------------------|--|--|--|----|------------------------------------|--|--|----|---|---|----|--------------------------------|
|  |                         |  |  | Yes  | No |                                    |  | Yes  | No |   | Yes                                       | No |                                |
|  |                         |  |  |  |    |                                    |  |  |    |   |   |    |                                |
|  |                         |  |  |  |    |                                    |  |  |    |   |   |    |                                |
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|  |                         |  |  |  |    |                                    |  |  |    |   |   |    |                                |



**Part VII** Supplemental Information

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

Lined area for supplemental information.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

|   |  |  |
|---|--|--|
| Type or print<br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions<br><b>SOLES4SOULS, INC.</b>                                 | Employer identification number (EIN) or<br><input checked="" type="checkbox"/> <b>20-4023482</b> |
|   | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>319 MARTINGALE DRIVE</b>                    | Social security number (SSN)<br><input type="checkbox"/>   |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>OLD HICKORY, TN 37138</b> |  |

Enter the Return code for the return that this application is for (file a separate application for each return)

| Application Is For                       | Return Code | Application Is For | Return Code |
|--|-------------|--------------------|-------------|
| Form 990                                 | 01          |                    |             |
| Form 990-BL                              | 02          | Form 1041-A        | 08          |
| Form 990-EZ                              | 01          | Form 4720          | 09          |
| Form 990-PF                              | 04          | Form 5227          | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069          | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870          | 12          |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**TIM DEATS**

• The books are in the care of  **319 MARTINGALE DRIVE - OLD HICKORY, TN 37138**  
Telephone No.  **615-391-5723** FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **MAY 15, 2013**.

5 For calendar year , or other tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

7 State in detail why you need the extension  
**AWAITING INFORMATION FROM THIRD PARTIES**

|  |           |    |           |
|--|-----------|----|-----------|
| <b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.   | <b>8a</b> | \$ | <b>0.</b> |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | <b>8b</b> | \$ | <b>0.</b> |
| <b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.   | <b>8c</b> | \$ | <b>0.</b> |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title  Date

**IRS e-file Signature Authorization  
for an Exempt Organization**

For calendar year 2011, or fiscal year beginning JUL 1, 2011, and ending JUN 30, 2012

**2011**

Department of the Treasury  
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**  
▶ **See instructions.**

Name of exempt organization

Employer identification number

**SOLES4SOULS, INC.**

**20-4023482**

Name and title of officer

**BUDDY TEASTER  
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.

|   |  |                           |
|---|--|---------------------------|
| <b>1a</b> Form 990 check here ▶ <input checked="" type="checkbox"/> | <b>b Total revenue</b> , if any (Form 990, Part VIII, column (A), line 12) ..... | <b>1b</b> <u>51496764</u> |
| <b>2a</b> Form 990-EZ check here ▶ <input type="checkbox"/>         | <b>b Total revenue</b> , if any (Form 990-EZ, line 9) .....                      | <b>2b</b> _____           |
| <b>3a</b> Form 1120-POL check here ▶ <input type="checkbox"/>       | <b>b Total tax</b> (Form 1120-POL, line 22) .....                                | <b>3b</b> _____           |
| <b>4a</b> Form 990-PF check here ▶ <input type="checkbox"/>         | <b>b Tax based on investment income</b> (Form 990-PF, Part VI, line 5) .....     | <b>4b</b> _____           |
| <b>5a</b> Form 8868 check here ▶ <input type="checkbox"/>           | <b>b Balance Due</b> (Form 8868, Part I, line 3c or Part II, line 8c) .....      | <b>5b</b> _____           |

**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 2011 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 to enter my PIN 18509  
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2011 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 2011 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 ▶ \_\_\_\_\_

**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 2011 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 ▶ \_\_\_\_\_ Date ▶ 05/14/13

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