

KRAFTCPAS PLLC
555 GREAT CIRCLE ROAD
NASHVILLE, TN 37228

SOLES4SOULS, INC.
319 MARTINGALE DRIVE
OLD HICKORY, TN 37138

|||||

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to paper size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "Page Scaling" selection box in the Adobe "Print" dialog.

CLIENT'S COPY

TAX RETURN FILING INSTRUCTIONS

** FORM 990 PUBLIC DISCLOSURE COPY **

FOR THE YEAR ENDING

JUNE 30, 2013

Prepared for	SOLES4SOULS, INC. 319 MARTINGALE DRIVE OLD HICKORY, TN 37138
Prepared by	KRAFTCPAS PLLC 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228
Amount due or refund	NOT APPLICABLE
Make check payable to	NOT APPLICABLE
Mail tax return and check (if applicable) to	NOT APPLICABLE
Return must be mailed on or before	NOT APPLICABLE
Special Instructions	<p>THIS COPY OF THE RETURN IS PROVIDED ONLY FOR PUBLIC DISCLOSURE PURPOSES. ANY CONFIDENTIAL INFORMATION REGARDING LARGE DONORS HAS BEEN REMOVED.</p> <p>YOU CAN RETURN FORM 8879-EO BY E-MAIL, FAX OR U.S. MAIL, AS NOTED BELOW. IF WE NEED ANY ADDITIONAL INFORMATION TO COMPLETE THE ELECTRONIC FILING OF YOUR FORM 990, WE WILL BE IN CONTACT WITH YOU.</p> <p>E-MAIL: EFILE@KRAFTCPAS.COM</p> <p>FAX: (615) 658-7880 (ATTN: E-FILE ADMINISTRATOR)</p> <p>U.S. MAIL: KRAFTCPAS PLLC (ATTN: E-FILE ADMINISTRATOR) 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228</p>

Form **990**

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

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

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

Part I Summary																																															
		1 Briefly describe the organization's mission or most significant activities: SOLES4SOULS IS A GLOBAL NOT-FOR-PROFIT INSTITUTION DEDICATED TO FIGHTING THE DEVASTATING																																													
		2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.																																													
Activities & Governance	3	Number of voting members of the governing body (Part VI, line 1a)	3																																												
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4																																												
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	61																																												
	6	Total number of volunteers (estimate if necessary)	5000																																												
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.																																												
	7b	Net unrelated business taxable income from Form 990-T, line 34	0.																																												
	Revenue			<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>Prior Year</th> <th>Current Year</th> </tr> </thead> <tbody> <tr> <td>8 Contributions and grants (Part VIII, line 1h)</td> <td align="right">48,452,696.</td> </tr> <tr> <td>9 Program service revenue (Part VIII, line 2g)</td> <td align="right">3,079,610.</td> </tr> <tr> <td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td align="right">10,257.</td> </tr> <tr> <td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td align="right">-45,799.</td> </tr> <tr> <td>12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td align="right">51,496,764.</td> </tr> <tr> <td rowspan="6" style="writing-mode: vertical-rl; transform: rotate(180deg);">Expenses</td> <td></td> <td></td> <td align="center"> <table border="1" style="width:100%; border-collapse: collapse;"> <tbody> <tr> <td>13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)</td> <td align="right">17,387,426.</td> </tr> <tr> <td>14 Benefits paid to or for members (Part IX, column (A), line 4)</td> <td align="right">0.</td> </tr> <tr> <td>15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)</td> <td align="right">3,279,603.</td> </tr> <tr> <td>16a Professional fundraising fees (Part IX, column (A), line 11e)</td> <td align="right">0.</td> </tr> <tr> <td>b Total fundraising expenses (Part IX, column (D), line 25) ▶ 913,809.</td> <td></td> </tr> <tr> <td>17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)</td> <td align="right">31,989,140.</td> </tr> <tr> <td>18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)</td> <td align="right">52,656,169.</td> </tr> <tr> <td>19 Revenue less expenses. Subtract line 18 from line 12</td> <td align="right">-1,159,405.</td> </tr> <tr> <td rowspan="3" style="writing-mode: vertical-rl; transform: rotate(180deg);">Net Assets or Fund Balances</td> <td></td> <td></td> <td align="center"> <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td align="right">14,463,834.</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td align="right">4,480,131.</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td align="right">9,983,703.</td> </tr> </tbody> </table> </td> </tr> </tbody> </table> </td></tr></tbody></table>	Prior Year	Current Year	8 Contributions and grants (Part VIII, line 1h)	48,452,696.	9 Program service revenue (Part VIII, line 2g)	3,079,610.	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,257.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-45,799.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	51,496,764.	Expenses			<table border="1" style="width:100%; border-collapse: collapse;"> <tbody> <tr> <td>13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)</td> <td align="right">17,387,426.</td> </tr> <tr> <td>14 Benefits paid to or for members (Part IX, column (A), line 4)</td> <td align="right">0.</td> </tr> <tr> <td>15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)</td> <td align="right">3,279,603.</td> </tr> <tr> <td>16a Professional fundraising fees (Part IX, column (A), line 11e)</td> <td align="right">0.</td> </tr> <tr> <td>b Total fundraising expenses (Part IX, column (D), line 25) ▶ 913,809.</td> <td></td> </tr> <tr> <td>17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)</td> <td align="right">31,989,140.</td> </tr> <tr> <td>18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)</td> <td align="right">52,656,169.</td> </tr> <tr> <td>19 Revenue less expenses. Subtract line 18 from line 12</td> <td align="right">-1,159,405.</td> </tr> <tr> <td rowspan="3" style="writing-mode: vertical-rl; transform: rotate(180deg);">Net Assets or Fund Balances</td> <td></td> <td></td> <td align="center"> <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td align="right">14,463,834.</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td align="right">4,480,131.</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td align="right">9,983,703.</td> </tr> </tbody> </table> </td> </tr> </tbody> </table>	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	17,387,426.	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,279,603.	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 913,809.		17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	31,989,140.	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	52,656,169.	19 Revenue less expenses. Subtract line 18 from line 12	-1,159,405.	Net Assets or Fund Balances			<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td align="right">14,463,834.</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td align="right">4,480,131.</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td align="right">9,983,703.</td> </tr> </tbody> </table>	Beginning of Current Year	End of Year	20 Total assets (Part X, line 16)	14,463,834.	21 Total liabilities (Part X, line 26)	4,480,131.	22 Net assets or fund balances. Subtract line 21 from line 20
Prior Year		Current Year																																													
8 Contributions and grants (Part VIII, line 1h)		48,452,696.																																													
9 Program service revenue (Part VIII, line 2g)		3,079,610.																																													
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		10,257.																																													
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		-45,799.																																													
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	51,496,764.																																														
Expenses			<table border="1" style="width:100%; border-collapse: collapse;"> <tbody> <tr> <td>13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)</td> <td align="right">17,387,426.</td> </tr> <tr> <td>14 Benefits paid to or for members (Part IX, column (A), line 4)</td> <td align="right">0.</td> </tr> <tr> <td>15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)</td> <td align="right">3,279,603.</td> </tr> <tr> <td>16a Professional fundraising fees (Part IX, column (A), line 11e)</td> <td align="right">0.</td> </tr> <tr> <td>b Total fundraising expenses (Part IX, column (D), line 25) ▶ 913,809.</td> <td></td> </tr> <tr> <td>17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)</td> <td align="right">31,989,140.</td> </tr> <tr> <td>18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)</td> <td align="right">52,656,169.</td> </tr> <tr> <td>19 Revenue less expenses. Subtract line 18 from line 12</td> <td align="right">-1,159,405.</td> </tr> <tr> <td rowspan="3" style="writing-mode: vertical-rl; transform: rotate(180deg);">Net Assets or Fund Balances</td> <td></td> <td></td> <td align="center"> <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td align="right">14,463,834.</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td align="right">4,480,131.</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td align="right">9,983,703.</td> </tr> </tbody> </table> </td> </tr> </tbody> </table>	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	17,387,426.	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,279,603.	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 913,809.		17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	31,989,140.	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	52,656,169.	19 Revenue less expenses. Subtract line 18 from line 12	-1,159,405.	Net Assets or Fund Balances			<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td align="right">14,463,834.</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td align="right">4,480,131.</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td align="right">9,983,703.</td> </tr> </tbody> </table>	Beginning of Current Year	End of Year	20 Total assets (Part X, line 16)	14,463,834.	21 Total liabilities (Part X, line 26)	4,480,131.	22 Net assets or fund balances. Subtract line 21 from line 20	9,983,703.																
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	17,387,426.																																													
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.																																													
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,279,603.																																													
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.																																													
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 913,809.																																														
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	31,989,140.																																														
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	52,656,169.																																														
19 Revenue less expenses. Subtract line 18 from line 12	-1,159,405.																																														
Net Assets or Fund Balances			<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td align="right">14,463,834.</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td align="right">4,480,131.</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td align="right">9,983,703.</td> </tr> </tbody> </table>	Beginning of Current Year	End of Year	20 Total assets (Part X, line 16)	14,463,834.	21 Total liabilities (Part X, line 26)	4,480,131.	22 Net assets or fund balances. Subtract line 21 from line 20	9,983,703.																																				
	Beginning of Current Year	End of Year																																													
	20 Total assets (Part X, line 16)	14,463,834.																																													
21 Total liabilities (Part X, line 26)	4,480,131.																																														
22 Net assets or fund balances. Subtract line 21 from line 20	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.				
Sign Here	▶ Signature of officer	Date		
	EARNEST C TEASTER III, CEO			
	Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	KEVIN DOSTALER	KEVIN DOSTALER	07/01/14	P01269951
	Firm's name ▶ KRAFTCPAS PLLC	Firm's EIN ▶ 62-0713250		
	Firm's address ▶ 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228	Phone no. 615-242-7351		

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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

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

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

4a (Code:) (Expenses \$ 29,262,408. including grants of \$ 10,490,243.) (Revenue \$ 1,630,688.) SOLES4SOULS COLLECTS SHOES FROM THE FOOTWEAR INDUSTRY, INCLUDING MANUFACTURING, WHOLESALE AND RETAIL ORIENTED COMPANIES. THESE DONATIONS WILL INCLUDE FIRST-QUALITY NEW SHOES, SHOES WITH MINOR DEFECTS, AND CUSTOMER RETURNS. S4S ALSO COLLECTS SHOE DONATIONS FROM THE GENERAL PUBLIC THROUGH SHOE DRIVES HOSTED BY INDIVIDUALS, CIVIC GROUPS, SCHOOLS, CHURCHES, AND RETAIL BUSINESSES. THROUGH OUR EXTENSIVE NETWORK OF QUALIFIED CHARITABLE PARTNERS, AS WELL AS THROUGH OUR TRAVEL4SOULS VOLUNTEER PROGRAM, NEW SHOES ARE DISTRIBUTED TO PEOPLE IN NEED BOTH IN THE U.S. AND INTERNATIONALLY SUFFERING FROM CONDITIONS OF POVERTY OR THE EFFECTS OF NATURAL DISASTERS. USED SHOES ARE GRADED AND UTILIZED IN SUPPORT OF MICROENTERPRISE INITIATIVES IN DEVELOPING NATIONS. THESE SHOES WILL PROVIDE A LIVELIHOOD FOR MANY IMPOVERISHED FAMILIES,

4b (Code:) (Expenses \$ 12,665,818. including grants of \$ 4,540,553.) (Revenue \$ 705,821.) CLOTHES4SOULS RECEIVES DONATIONS OF CLOTHING AND ACCESSORIES FROM THE APPAREL INDUSTRY. THESE DONATIONS WILL INCLUDE NEW CLOTHING FROM FIRST-QUALITY INVENTORIES, CUSTOMER RETURNS, DEFECTIVE PRODUCTS, AND ITEMS WITH COSMETIC DEFICIENCIES. SIMILAR TO THE UTILIZATION OF FOOTWEAR, NEW CLOTHING IS DISTRIBUTED TO PROVIDE SHORT TERM RELIEF INCLUDING CRISIS RELIEF SITUATIONS. CLOTHING EITHER DAMAGED OR IN NEED OF REPAIR IS USED IN SUPPORT OF MICROENTERPRISE INITIATIVES IN DEVELOPING NATIONS. AS WITH FOOTWEAR, THIS SUSTAINABLE EFFORT ULTIMATELY ADVANCES THE GLOBAL FIGHT AGAINST POVERTY.

4c (Code:) (Expenses \$ 1,747,009. including grants of \$ 626,283.) (Revenue \$ 97,355.) HOPE4SOULS SUPPLEMENTS CRISIS RELIEF DISTRIBUTIONS THROUGH THE DONATIONS OF OTHER SUITABLE DONATED PRODUCTS RECEIVED. ITEMS DISTRIBUTED INCLUDE BOOKS, DIAPERS, AND TOYS FOR CHILDREN, DVD'S, MEDICAL EQUIPMENT, AND OTHER RELIEF SUPPLIES. THESE DONATIONS HAVE BEEN PROVIDED BY INDUSTRIAL DONORS AS WELL AS OTHER NON-GOVERNMENTAL ORGANIZATIONS.

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

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

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants 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	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response 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 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
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **TN**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **TIM DEATS - 615-391-5723**
319 MARTINGALE DRIVE, OLD HICKORY, TN 37138

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PAUL WILSON DIRECTOR/CHAIRMAN	1.00	X		X				0.	0.	0.
(2) MARION WILSON JR. DIRECTOR	1.00	X						0.	0.	0.
(3) CONNIE ELDER DIRECTOR THRU OCTOBER 2012	1.00	X						0.	0.	0.
(4) DR. LENORD HORWITZ DIRECTOR	1.00	X						0.	0.	0.
(5) JAMES THOMASON DIRECTOR	1.00	X						0.	0.	0.
(6) EARNEST C TEASTER III CEO	40.00	X		X				49,862.	0.	0.
(7) TODD MCKEE LEAD COUNSEL/CAO THRU AUGUST 2012	40.00			X				228,055.	0.	15,226.
(8) KEVIN GOUGHARY CFO/COO THRU SEPTEMBER 2012	40.00			X				164,443.	0.	10,251.
(9) LES WARD CFO BEGIN ON FEBRUARY 2013	40.00			X				0.	0.	44,250.
(10) KEITH WOODLEY CHIEF DEVELOPMENT OFFICER	40.00			X				146,711.	0.	9,180.
(11) DAVID GRABEN EXECUTIVE VP	40.00			X				131,292.	0.	8,262.

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

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Includes sub-totals for 1b, 1c, and 1d.

- 2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 4
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

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. Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Includes total count for 2 Total number of independent contractors.

Part VIII Statement of Revenue

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

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

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	13,056,063.	13,056,063.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	2,201,016.	2,201,016.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	400,000.	400,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	930,204.	543,648.	322,892.	63,664.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,267,443.	935,544.	170,561.	161,338.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	42,123.	31,067.	6,139.	4,917.
9 Other employee benefits	94,390.	65,197.	18,579.	10,614.
10 Payroll taxes	148,829.	102,355.	30,000.	16,474.
11 Fees for services (non-employees):				
a Management				
b Legal	202,196.	18,734.	183,462.	
c Accounting	61,801.		61,801.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	335,383.	95,909.	18,098.	221,376.
12 Advertising and promotion	225,107.	201,838.		23,269.
13 Office expenses	305,955.	253,227.	18,372.	34,356.
14 Information technology				
15 Royalties				
16 Occupancy	31,177.	31,177.		
17 Travel	540,143.	510,741.	14,701.	14,701.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	123,692.	92,769.	18,554.	12,369.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	181,769.	136,327.	27,265.	18,177.
23 Insurance	136,533.	102,400.	20,480.	13,653.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MICRO ENTERPRISE PROGRA	24,522,240.	24,522,240.	0.	0.
b OTHER DISTRIBUTION COST	299,761.	299,761.	0.	0.
c DIRECT MAIL EXPENSE	266,712.	0.	0.	266,712.
d BANK FEES	90,359.	0.	90,359.	0.
e All other expenses	172,436.	75,222.	45,025.	52,189.
25 Total functional expenses. Add lines 1 through 24e	45,635,332.	43,675,235.	1,046,288.	913,809.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

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

Part XI Reconciliation of Net Assets

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

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

Part XII Financial Statements and Reporting

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

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

Form 990 (2012)

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

2012

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 - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	36737905.	73547614.	62016593.	48452696.	47435412.	268190220
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	36737905.	73547614.	62016593.	48452696.	47435412.	268190220
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						26488436.
6 Public support. Subtract line 5 from line 4.						241701784

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

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

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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

2012

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) (2012)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	_____ _____ _____	\$ <u>2,553,780.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	_____ _____ _____	\$ <u>2,195,748.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	_____ _____ _____	\$ <u>1,217,211.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	_____ _____ _____	\$ <u>8,817,870.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	_____ _____ _____	\$ <u>4,911,921.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	_____ _____ _____	\$ <u>1,552,460.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>584,389 PIECES OF CLOTHING</u> _____ _____ _____	\$ <u>2,553,780.</u>	<u>06/30/13</u>
<u>2</u>	<u>81,324 PAIRS OF FOOTWEAR</u> _____ _____ _____	\$ <u>2,195,748.</u>	<u>08/30/12</u>
<u>3</u>	<u>60,266 PAIRS OF FOOTWEAR</u> _____ _____ _____	\$ <u>1,217,211.</u>	<u>06/30/13</u>
<u>4</u>	<u>1,763,310 PAIRS OF FOOTWEAR</u> _____ _____ _____	\$ <u>8,817,870.</u>	<u>06/30/13</u>
<u>5</u>	<u>213,184 PAIRS OF FOOTWEAR</u> _____ _____ _____	\$ <u>4,911,921.</u>	<u>11/15/12</u>
	_____ _____ _____	\$ _____	

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

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

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

SOLES4SOULS, INC.

Employer identification number

20-4023482

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

(check all that apply):

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

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

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

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

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

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

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

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

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

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

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

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

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

- (i) unrelated organizations

	Yes	No
3a(i)		
- (ii) related organizations

	Yes	No
3a(ii)		

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

	Yes	No
3b		

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

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

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

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

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

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered 1 through 10.

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

Table with 2 columns: (a) Description, (b) Book value. Rows numbered 1 through 10.

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

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes and rows 2-11 are blank.

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

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

1	Total revenue, gains, and other support per audited financial statements	1	48,576,159.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	369,734.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	-139,530.
e	Add lines 2a through 2d	2e	230,204.
3	Subtract line 2e from line 1	3	48,345,955.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	1,552,460.
c	Add lines 4a and 4b	4c	1,552,460.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	49,898,415.

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

1	Total expenses and losses per audited financial statements	1	45,654,772.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	19,440.
e	Add lines 2a through 2d	2e	19,440.
3	Subtract line 2e from line 1	3	45,635,332.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	45,635,332.

Part XIII Supplemental Information

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

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

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

Part XIII Supplemental Information (continued)

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

PART XI, LINE 2D - OTHER ADJUSTMENTS:

CHANGING THE WORLD INVESTMENT INCOME -139,530.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

CONTRIBUTION FROM CHANGING THE WORLD 1,552,460.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

CHANGING THE WORLD EXPENSES 19,440.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization: **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	120,000.
EL PROGRESO, HONDURAS	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	40,000.
MONTEGO BAY, JAMACIA	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	40,000.
SAALEM, INDIA	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	40,000.
KIGOMA, TANZANIA	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	60,000.
SAN JOSE, COSTA RICA	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	80,000.
CHIQUIMULA, HONDURAS	0	0	PROGRAM SERVICES	TO DISTRIBUTE FOOTWEAR	20,000.
3 a Sub-total	0	0			400,000.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			400,000.

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
6,000 PAIRS OF FOOTWEAR	PORT AU PRINCE, HAITI	6,000	0.		120,000.	OUR OUTREACH TEAM MADE 6 TRIPS TO HAITI AND DISTRIBUTED 6,000 PAIRS OF SHOES	FMV
2,000 PAIRS OF FOOTWEAR	MONTEGO BAY, JAMAICA	2,000	0.		40,000.	OUR OUTREACH TEAM MADE 2 TRIPS TO JAMAICA AND DISTRIBUTED 2,000	FMV
2,000 PAIRS OF FOOTWEAR	SAALEM, INDIA	2,000	0.		40,000.	OUR OUTREACH TEAM MADE 1 TRIP TO INDIA AND DISTRIBUTED 2,000 PAIRS OF SHOES	FMV
3,000 PAIRS OF FOOTWEAR	KIGOMA, TANZANIA	3,000	0.		60,000.	OUR OUTREACH TEAM MADE 2 TRIPS TO TANZANIA AND DISTRIBUTED 3,000	FMV
4,000 PAIRS OF FOOTWEAR	SAN JOSE, COSTA RICA	4,000	0.		80,000.	OUR OUTREACH TEAM MADE 4 TRIPS TO COSTA RICA AND DISTRIBUTED 4,000 PAIRS OF SHOES	FMV
2,000 PAIRS OF FOOTWEAR	EL PROGRESO, HONDURAS	2,000	0.		40,000.	OUR OUTREACH TEAM MADE 2 TRIPS TO HONDURAS AND DISTRIBUTED 2,000	FMV
2,000 PAIRS OF FOOTWEAR	CHIQUIMULA, GUATEMALA	2,000	0.		20,000.	OUR OUTREACH TEAM MADE 1 TRIP TO GUATEMALA AND DISTRIBUTED 2,000	FMV

SEE PART V FOR COLUMN (G) DESCRIPTIONS

Schedule F (Form 990) 2012

Part IV Foreign Forms

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

Schedule F (Form 990) 2012

Part V Supplemental Information

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

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

PART III, COLUMN (G):

REGION: MONTEGO BAY, JAMAICA

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

REGION: KIGOMA, TANZANIA

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

REGION: EL PROGRESO, HONDURAS

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

REGION: CHIQUIMULA, GUATEMALA

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

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

Part V Supplemental Information

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

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

SOLES4SOULS, INC.

**Employer identification number
20-4023482**

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

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

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **3.**
- 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) (2012)

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	81687	0.	1,633,740.	ORGANIZATION ESTIMATE	SHOES
CLOTHING	1898	0.	22,775.	ORGANIZATION ESTIMATE	CLOTHING
OTHER RELIEF SUPPLIES	54450	0.	544,501.	ORGANIZATION ESTIMATE	OTHER SUPPLIES & RELIEF

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

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

GRANTS AND OTHER ASSISTANCE TO GOVERNMENTS AND ORGANIZATIONS IN THE U.S.: SOLES4SOULS WORKS IN COOPERATION WITH MANY OTHER CHARITABLE ORGANIZATIONS TO FACILITATE THE DISTRIBUTION OF DONATED SHOES, CLOTHING, AND OTHER RELIEF SUPPLIES AROUND THE WORLD. THESE DONATIONS

Part IV Supplemental Information

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

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

**SCHEDULE J
(Form 990)**

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

2012

Open to Public Inspection

Name of the organization

SOLES4SOULS, INC.

Employer identification number

20-4023482

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input checked="" type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?	5a	X
b Any related organization?	5b	X
If "Yes" to line 5a or 5b, describe in Part III.		
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: a The organization?	6a	X
b Any related organization?	6b	X
If "Yes" to line 6a or 6b, describe in Part III.		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2012

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 and Title		(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) TODD MCKEE LEAD COUNSEL/CAO THRU AUGUST 2012	(i)	139,543.	0.	88,512.	13,726.	1,500.	243,281.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) KEVIN GOUGHARY CFO/COO THRU SEPTEMBER 2012	(i)	164,443.	0.	0.	10,251.	0.	174,694.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) KEITH WOODLEY CHIEF DEVELOPMENT OFFICER	(i)	146,711.	0.	0.	9,180.	0.	155,891.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(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 4A: TODD MCKEE WAS PAID \$88,512 IN SEVERANCE PAY FOR
08/17/2012 TO 12/31/2012 PER HIS EMPLOYMENT CONTRACT WITH SOLES4SOULS, INC.

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

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

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

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

(A) NAME OF PERSON: LES WARD

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

LES WARD IS CFO OF SOLES4SOULS, INC.

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

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

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: LES WARD

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

LES WARD IS CFO OF SOLES4SOULS, INC.

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

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

Part V Supplemental Information

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

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

(E) SHARING OF ORGANIZATION REVENUES? = NO

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		44,553,940.	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** **6**

	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) (2012)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

SOLES4SOULS, INC.

Employer identification number

20-4023482

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

IMPACT AND PERPETUATION OF POVERTY. THE ORGANIZATION ADVANCES ITS
ANTI-POVERTY MISSION BY COLLECTING NEW AND USED SHOES AND CLOTHES FROM
INDIVIDUALS, SCHOOLS, FAITH-BASED INSTITUTIONS, CIVIC ORGANIZATIONS AND
CORPORATE PARTNERS, THEN DISTRIBUTING THOSE SHOES AND CLOTHES BOTH VIA
DIRECT DONATIONS TO PEOPLE IN NEED AND BY PROVISIONING QUALIFIED
MICRO-ENTERPRISE PROGRAMS DESIGNED TO CREATE JOBS IN POOR AND
DISADVANTAGED COMMUNITIES.

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

INSTITUTIONS, CIVIC ORGANIZATIONS AND CORPORATE PARTNERS, THEN
DISTRIBUTING THOSE SHOES AND CLOTHES BOTH VIA DIRECT DONATIONS TO
PEOPLE IN NEED AND BY PROVISIONING QUALIFIED MICRO-ENTERPRISE PROGRAMS
DESIGNED TO CREATE JOBS IN POOR AND DISADVANTAGED COMMUNITIES.

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

SPURRING LOCAL DEVELOPMENT AS WELL AS PROVIDING ACCESS TO LOW-COST
FOOTWEAR IN AREAS WHERE THERE MAY BE NO ALTERNATIVES.

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

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

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

BY THE CEO, CFO, AND CONTROLLER, THE FORM 990 IS THEN MADE AVAILABLE TO THE
BOARD OF DIRECTORS PRIOR TO ITS FILING.

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

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

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

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

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

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

LINE 5.

232212
01-04-13

Name of the organization
SOLES4SOULS, INC.

Employer identification number
20-4023482

FORM 990, PART IX, LINE #24A:

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

FORM 990, PART XII, LINE 2C:

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

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

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

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

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) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s 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) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) CHANGING THE WORLD FOUNDATION, INC.	C	1,552,460.	CASH
(2) CHANGING THE WORLD FOUNDATION, INC.	S	1,225,815.	CASH
(3)			
(4)			
(5)			
(6)			

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.

Table with 11 main columns: (a) Name, address, and EIN of entity; (b) Primary activity; (c) Legal domicile; (d) Predominant income; (e) Are all partners sec. 501(c)(3) orgs.?; (f) Share of total income; (g) Share of end-of-year assets; (h) Disproportionate allocations?; (i) Code V-UBI amount in box 20 of Schedule K-1; (j) General or managing partner?; (k) Percentage ownership.

Part VII Supplemental Information

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

Multiple horizontal lines for supplemental information.