

Form **990**  
(Rev. January 2020)  
Department of the Treasury  
Internal Revenue Service

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

OMB No. 1545-0047

**2019**

Open to Public Inspection

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

**A** For the 2019 calendar year, or tax year beginning **JUL 1, 2019** and ending **JUN 30, 2020**

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>SOLES4SOULS, INC.</b> Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>319 MARTINGALE DRIVE</b> City or town, state or province, country, and ZIP or foreign postal code <b>OLD HICKORY, TN 37138</b> <b>F</b> Name and address of principal officer: <b>EARNEST C TEASTER III</b> <b>SAME AS C ABOVE</b>	<b>D</b> Employer identification number <b>20-4023482</b> <b>E</b> Telephone number <b>615-391-5723</b> <b>G</b> Gross receipts \$ <b>121,693,413.</b> <b>H(a)</b> Is this a group return for subordinates? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
<b>I</b> 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		
<b>J</b> Website: ▶ <b>WWW.SOLES4SOULS.ORG</b>		
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>2006</b> <b>M</b> State of legal domicile: <b>AL</b>

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>TO CREATE SUSTAINABLE JOBS &amp; PROVIDE RELIEF BY DISTRIBUTING SHOES &amp; CLOTHING AROUND THE WORLD.</b> <b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. <b>3</b> Number of voting members of the governing body (Part VI, line 1a) ..... <b>3</b> <b>17</b> <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) ..... <b>4</b> <b>17</b> <b>5</b> Total number of individuals employed in calendar year 2019 (Part V, line 2a) ..... <b>5</b> <b>80</b> <b>6</b> Total number of volunteers (estimate if necessary) ..... <b>6</b> <b>5000</b> <b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 ..... <b>7a</b> <b>0.</b> <b>7b</b> Net unrelated business taxable income from Form 990-T, line 39 ..... <b>7b</b> <b>0.</b>																									
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**Part II Signature Block**

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

<b>Sign Here</b>	Signature of officer <b>ROBERT ADAMS-GHEE, CFO</b> Type or print name and title	Date _____			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>FRANCES E. LEAHY</b>	Preparer's signature <b>FRANCES E. LEAHY</b>	Date <b>11/24/20</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P00713593</b>
	Firm's name ▶ <b>KRAFTCPAS PLLC</b>	Firm's EIN ▶ <b>62-0713250</b>			
	Firm's address ▶ <b>555 GREAT CIRCLE ROAD</b> <b>NASHVILLE, TN 37228</b>	Phone no. <b>615-242-7351</b>			

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: SOLES4SOULS (S4S) IS A GLOBAL NOT-FOR-PROFIT INSTITUTION DEDICATED TO FIGHTING THE DEVASTATING IMPACT AND PERPETUATION OF POVERTY. S4S ADVANCES ITS MISSION BY COLLECTING NEW AND USED SHOES AND CLOTHES FROM CORPORATE PARTNERS, INDIVIDUALS, SCHOOLS, CHURCHES, AND CIVIC

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 93,104,370. including grants of \$ 26,378,088. ) (Revenue \$ 6,483,124. ) DISTRIBUTION OF GIK IN MICROENTERPRISE - SOLES4SOULS FACILITATES THE DONATION AND COLLECTION OF NEW AND USED SHOES, NEW AND USED CLOTHING AND OTHER RELIEF ITEMS FROM FOOTWEAR, CLOTHING AND OTHER MANUFACTURERS, RETAILERS AND INDIVIDUALS. THESE ITEMS ARE DISTRIBUTED TO PEOPLE IN NEED LOCALLY, NATIONALLY AND INTERNATIONALLY THROUGH A NETWORK OF VOLUNTEER ORGANIZATIONS AND IN COOPERATION WITH OTHER CHARITABLE ORGANIZATIONS, REFERRED TO AS DISTRIBUTION PARTNERS, WHO WORK ON SOLES4SOULS' BEHALF TO DISTRIBUTE THESE ITEMS PROVIDING RELIEF TO INDIVIDUALS LIVING IN POVERTY OR AFFECTED BY NATURAL DISASTERS. THROUGH THIS EXTENSIVE NETWORK, SOLES4SOULS HAS DISTRIBUTED SHOES, CLOTHING AND OTHER RELIEF SUPPLIES TO PEOPLE IN MORE THAN 127 COUNTRIES. DURING FY20, S4S DISTRIBUTED 518,642 PAIRS OF SHOES,

4b (Code: ) (Expenses \$ 14,670,765. including grants of \$ 13,909,026. ) (Revenue \$ 240,143. ) DISASTER RELIEF AND FREE DISTRIBUTION OF SHOES AND CLOTHING AND OTHER PROGRAMMING - DURING FY20, SOLES4SOULS PARTNERED WITH STREET BUSINESS SCHOOL TO CERTIFY TRAINERS IN EACH OF OUR MICROENTERPRISE PARTNERS IN HONDURAS, HAITI, GUATEMALA, UGANDA, MALAWI AND ZAMBIA. THESE TRAINERS WILL BE PROVIDING ESSENTIAL BUSINESS SKILLS TO A MULTITUDE OF ENTREPRENEURS IN THEIR COUNTRIES HELPING THEM CREATE AND MANAGE THEIR OWN BUSINESS AND SUSTAIN INCOMES FOR THEMSELVES AND THEIR FAMILIES.

THERE ARE MORE THAN 1.5 MILLION CHILDREN IN THE U.S. WHO EXPERIENCE HOMELESSNESS AND LACK BASIC NECESSITIES LIKE A GOOD PAIR OF SHOES. DURING FY20, SOLES4SOULS LAUNCHED 4EVERYKID BUILDING THE FOUNDATION AND PLANNING THE DISTRIBUTION OF 20,000 SHOES DONATED BY FOOTLOCKER TO

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

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

4e Total program service expenses 107,775,135.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 21 regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows 22-38 covering various organizational requirements.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V [ ]

Table with 3 columns: Question ID, Question Text, Yes, No. Rows 1a-1c regarding Form 1096 and backup withholding rules.

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No columns. Includes questions 2a through 16 regarding employee counts, tax filings, foreign accounts, and charitable contributions.

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 on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (17); 1b Enter the number of voting members included on line 1a, above, who are independent (17); 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, 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: a The governing body? (X); b 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 on Schedule O (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 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? a The organization's CEO, Executive Director, or top management official (X); b Other officers or key employees of the organization (X); If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).; 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, AL, CA, CT, FL, GA, HI, IL, KS, KY, MD, MA
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, 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. [X] Own website [X] Another's website [X] Upon request [ ] Other (explain on Schedule O)
19 Describe on 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, address, and telephone number of the person who possesses the organization's books and records ROBERT ADAMS-GHEE - 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 or note to any line 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. See instructions for the order in which to list the persons above.

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) EARNEST TEASTER III CEO	50.00			X			341,004.	0.	25,777.	
(1) DAVID GRABEN (DEC'D - MAY 2020) COO	50.00			X			236,858.	0.	18,616.	
(1) ROBERT ADAMS-GHEE CFO	50.00			X			208,146.	0.	16,683.	
(1) RODNEY ARNOLD CHIEF MARKETING OFFICER	50.00				X		202,464.	0.	20,539.	
(5) KEITH ALPER DIRECTOR	1.00	X					0.	0.	0.	
(6) STEVEN BARR DIRECTOR	1.00	X					0.	0.	0.	
(7) GEORGE BELLINO DIRECTOR	1.00	X					0.	0.	0.	
(8) AARON BELVILLE DIRECTOR	1.00	X					0.	0.	0.	
(9) NICHOLAS BIRREN DIRECTOR	1.00	X					0.	0.	0.	
(10) WILLIAM BUTLER DIRECTOR	1.00	X					0.	0.	0.	
(11) LISA COLLIER DIRECTOR	1.00	X					0.	0.	0.	
(12) RANDY DUNN DIRECTOR	1.00	X					0.	0.	0.	
(13) BRIAN EHRIG DIRECTOR	1.00	X					0.	0.	0.	
(14) MILLEDGE HART DIRECTOR	1.00	X					0.	0.	0.	
(15) SARA IRVANI DIRECTOR	1.00	X					0.	0.	0.	
(16) CLAY JENKINS DIRECTOR	1.00	X					0.	0.	0.	
(17) ANDY LEW DIRECTOR	1.00	X					0.	0.	0.	

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

(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			
(18) MICHELE LOVE DIRECTOR	1.00	X					0.	0.	0.	
(19) PARKER MCCRARY DIRECTOR	1.00	X					0.	0.	0.	
(20) MATT PRIEST DIRECTOR	1.00	X					0.	0.	0.	
(21) BILL STRATHMANN DIRECTOR	1.00	X					0.	0.	0.	
<b>1b Subtotal</b> .....							988,472.	0.	81,615.	
<b>c Total from continuation sheets to Part VII, Section A</b> .....							0.	0.	0.	
<b>d Total (add lines 1b and 1c)</b> .....							988,472.	0.	81,615.	

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **4**

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

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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



**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line 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 - 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns .....	<b>1a</b>					
	<b>b</b> Membership dues .....	<b>1b</b>					
	<b>c</b> Fundraising events .....	<b>1c</b>					
	<b>d</b> Related organizations .....	<b>1d</b>					
	<b>e</b> Government grants (contributions) .....	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above ...	<b>1f</b>	114,960,128.				
	<b>g</b> Noncash contributions included in lines 1a-1f	<b>1g</b>	\$ 113,551,716.				
	<b>h Total.</b> Add lines 1a-1f .....		114,960,128.				
<b>Program Service Revenue</b>	<b>2 a</b> MICROENTERPRISE PROGRAM	<b>Business Code</b>					
		900099	6,483,124.	6,483,124.			
	<b>b</b> INTL VOLUNTEER TRAVEL FEES	900099	221,479.	221,479.			
	<b>c</b> .....						
	<b>d</b> .....						
	<b>e</b> .....						
	<b>f</b> All other program service revenue .....						
<b>g Total.</b> Add lines 2a-2f .....		6,704,603.					
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) .....		10,018.			10,018.	
	<b>4</b> Income from investment of tax-exempt bond proceeds .....						
	<b>5</b> Royalties .....						
	<b>6 a</b> Gross rents .....	<b>6a</b>	(i) Real				
			(ii) Personal				
	<b>b</b> Less: rental expenses ...	<b>6b</b>					
	<b>c</b> Rental income or (loss)	<b>6c</b>					
	<b>d</b> Net rental income or (loss) .....						
	<b>7 a</b> Gross amount from sales of assets other than inventory	<b>7a</b>	(i) Securities				
			(ii) Other				
	<b>b</b> Less: cost or other basis and sales expenses .....	<b>7b</b>					
	<b>c</b> Gain or (loss) .....	<b>7c</b>					
	<b>d</b> Net gain or (loss) .....						
<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	<b>8a</b>						
<b>b</b> Less: direct expenses .....	<b>8b</b>						
<b>c</b> Net income or (loss) from fundraising events .....							
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19 .....	<b>9a</b>						
<b>b</b> Less: direct expenses .....	<b>9b</b>						
<b>c</b> Net income or (loss) from gaming activities .....							
<b>10 a</b> Gross sales of inventory, less returns and allowances .....	<b>10a</b>						
<b>b</b> Less: cost of goods sold .....	<b>10b</b>						
<b>c</b> Net income or (loss) from sales of inventory .....							
<b>Miscellaneous Revenue</b>	<b>11 a</b> MISCELLANEOUS REVENUE	<b>Business Code</b>					
		900099	18,664.	18,664.			
	<b>b</b> .....						
	<b>c</b> .....						
	<b>d</b> All other revenue .....						
<b>e Total.</b> Add lines 11a-11d .....		18,664.					
<b>12 Total revenue.</b> See instructions .....		121,693,413.	6,723,267.	0.	10,018.		

**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 or note to any line 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 domestic organizations and domestic governments. See Part IV, line 21	5,323,668.	5,323,668.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	2,580,969.	2,580,969.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	32,382,477.	32,382,477.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,227,559.	632,253.	414,251.	181,055.
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	3,162,092.	2,233,156.	391,925.	537,011.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	113,978.	75,634.	13,370.	24,974.
9 Other employee benefits	255,277.	161,180.	43,357.	50,740.
10 Payroll taxes	277,669.	182,364.	49,849.	45,456.
11 Fees for services (nonemployees):				
a Management				
b Legal	70,021.	42,013.	14,004.	14,004.
c Accounting	32,901.	19,741.	6,580.	6,580.
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.)	74,972.	62,494.	6,681.	5,797.
12 Advertising and promotion	259,995.	257,706.		2,289.
13 Office expenses	302,376.	263,908.	23,442.	15,026.
14 Information technology	48,814.	29,288.	9,763.	9,763.
15 Royalties				
16 Occupancy	492,392.	438,780.	26,806.	26,806.
17 Travel	433,762.	286,064.	5,558.	142,140.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	97,298.	58,380.	19,459.	19,459.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	207,055.	124,233.	41,411.	41,411.
23 Insurance	117,740.	84,184.	16,778.	16,778.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MICRO ENTERPRISE BUSINE	61,892,092.	61,892,092.		
b MISCELLANEOUS	418,049.	245,409.	141,494.	31,146.
c OTHER DISTRIBUTION EXPE	399,142.	399,142.		
d DIRECT MAIL	60,734.			60,734.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	110,231,032.	107,775,135.	1,224,728.	1,231,169.
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)
		Beginning of year		End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	1,360,014.	<b>1</b>	1,768,689.
	<b>2</b> Savings and temporary cash investments .....		<b>2</b>	456,608.
	<b>3</b> Pledges and grants receivable, net .....	144,012.	<b>3</b>	190,276.
	<b>4</b> Accounts receivable, net .....	568,162.	<b>4</b>	645,432.
	<b>5</b> Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....	17,852,311.	<b>8</b>	29,224,821.
	<b>9</b> Prepaid expenses and deferred charges .....	211,494.	<b>9</b>	262,417.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 4,399,616.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 1,703,148.	<b>10c</b>	2,696,468.
	<b>11</b> Investments - publicly traded securities .....		<b>11</b>	
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....	38,637.	<b>14</b>	44,529.
	<b>15</b> Other assets. See Part IV, line 11 .....	5,564.	<b>15</b>	6,514.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 33) .....	22,922,994.	<b>16</b>	35,295,754.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	810,757.	<b>17</b>	860,422.
	<b>18</b> Grants payable .....		<b>18</b>	
	<b>19</b> Deferred revenue .....	223,534.	<b>19</b>	378,670.
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....	1,939,819.	<b>23</b>	2,638,789.
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		<b>25</b>	
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	2,974,110.	<b>26</b>	3,877,881.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow FASB ASC 958, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27, 28, 32, and 33.</b>			
	<b>27</b> Net assets without donor restrictions .....	7,546,140.	<b>27</b>	19,943,689.
	<b>28</b> Net assets with donor restrictions .....	12,402,744.	<b>28</b>	11,474,184.
	<b>Organizations that do not follow FASB ASC 958, check here</b> <input type="checkbox"/> <b>and complete lines 29 through 33.</b>			
	<b>29</b> Capital stock or trust principal, or current funds .....		<b>29</b>	
	<b>30</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>30</b>	
	<b>31</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>31</b>	
	<b>32</b> Total net assets or fund balances .....	19,948,884.	<b>32</b>	31,417,873.
<b>33</b> Total liabilities and net assets/fund balances .....	22,922,994.	<b>33</b>	35,295,754.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	121,693,413.
2	Total expenses (must equal Part IX, column (A), line 25)	2	110,231,032.
3	Revenue less expenses. Subtract line 2 from line 1	3	11,462,381.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	19,948,884.
5	Net unrealized gains (losses) on investments	5	6,608.
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 on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	31,417,873.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line 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?		X
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		
b Were the organization's financial statements audited by an independent accountant?	X	
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		
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?	X	
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		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 on Schedule O and describe any steps taken to undergo such audits		



**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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	38,416,121.	65,506,678.	81,543,966.	86,933,642.	114,960,128.	387,360,535.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge ...						
<b>4 Total.</b> Add lines 1 through 3 .....	38,416,121.	65,506,678.	81,543,966.	86,933,642.	114,960,128.	387,360,535.
<b>5</b> 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) .....						81,831,628.
<b>6 Public support.</b> Subtract line 5 from line 4.						305,528,907.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>7</b> Amounts from line 4 .....	38,416,121.	65,506,678.	81,543,966.	86,933,642.	114,960,128.	387,360,535.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources ...	818.	554.	383.		10,018.	11,773.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on ...						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....	10,993.	16,609.	21,596.	1,304.	18,664.	69,166.
<b>11 Total support.</b> Add lines 7 through 10						387,441,474.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	25,755,606.
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	78.86 %
<b>15</b> Public support percentage from 2018 Schedule A, Part II, line 14 .....	<b>15</b>	88.66 %
<b>16a 33 1/3% support test - 2019.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input checked="" type="checkbox"/>	
<b>b 33 1/3% support test - 2018.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>17a 10% -facts-and-circumstances test - 2019.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>b 10% -facts-and-circumstances test - 2018.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>	

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

(Complete only if you checked the box on line 10 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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

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

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

<b>15</b> Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2018 Schedule A, Part III, line 15 .....	<b>16</b>	%

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

<b>17</b> Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2018 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2019.** 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 - 2018.** 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 .....

**Part IV Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
<b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
<b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
<b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
<b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
<b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
<b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
<b>b</b> Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>c</b> Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>10a</b> Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
<b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		



**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
<b>b</b> A family member of a person described in (a) above?		
<b>c</b> A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		
<b>11a</b>		
<b>11b</b>		
<b>11c</b>		

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
<b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
<b>1</b>		
<b>2</b>		

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
<b>1</b>		

**Section D. All Type III Supporting Organizations**

	Yes	No
<b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
<b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
<b>3</b> By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
<b>1</b>		
<b>2</b>		
<b>3</b>		

**Section E. Type III Functionally Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
<b>2</b> Activities Test. Answer (a) and (b) below.		Yes	No
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.			
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.			
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.			
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.			
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			
<b>2a</b>			
<b>2b</b>			
<b>3a</b>			
<b>3b</b>			

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

- 1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in <b>Part VI</b> ):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035.	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Schedule A (Form 990 or 990-EZ) 2019

**Part V** Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
<b>1</b> Amounts paid to supported organizations to accomplish exempt purposes	
<b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
<b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations	
<b>4</b> Amounts paid to acquire exempt-use assets	
<b>5</b> Qualified set-aside amounts (prior IRS approval required)	
<b>6</b> Other distributions (describe in <b>Part VI</b> ). See instructions.	
<b>7 Total annual distributions.</b> Add lines 1 through 6.	
<b>8</b> Distributions to attentive supported organizations to which the organization is responsive (provide details in <b>Part VI</b> ). See instructions.	
<b>9</b> Distributable amount for 2019 from Section C, line 6	
<b>10</b> Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
<b>1</b> Distributable amount for 2019 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2019 (reasonable cause required- explain in <b>Part VI</b> ). See instructions.			
<b>3</b> Excess distributions carryover, if any, to 2019			
<b>a</b> From 2014			
<b>b</b> From 2015			
<b>c</b> From 2016			
<b>d</b> From 2017			
<b>e</b> From 2018			
<b>f Total</b> of lines 3a through e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2019 distributable amount			
<b>i</b> Carryover from 2014 not applied (see instructions)			
<b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
<b>4</b> Distributions for 2019 from Section D, line 7: \$			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2019 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from 4.			
<b>5</b> Remaining underdistributions for years prior to 2019, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in <b>Part VI</b> . See instructions.			
<b>6</b> Remaining underdistributions for 2019. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in <b>Part VI</b> . See instructions.			
<b>7 Excess distributions carryover to 2020.</b> Add lines 3j and 4c.			
<b>8</b> Breakdown of line 7:			
<b>a</b> Excess from 2015			
<b>b</b> Excess from 2016			
<b>c</b> Excess from 2017			
<b>d</b> Excess from 2018			
<b>e</b> Excess from 2019			

Schedule A (Form 990 or 990-EZ) 2019

**Part VI**

**Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Multiple horizontal lines for supplemental information.

**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.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2019**

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization  <b>SOLES4SOULS, INC.</b>	Employer identification number  <b>20-4023482</b>
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**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>	 <hr/> <hr/> <hr/>	\$ <u>12,429,408.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
<u>2</u>	 <hr/> <hr/> <hr/>	\$ <u>4,347,000.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>	 <hr/> <hr/> <hr/>	\$ <u>2,428,014.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
<u>4</u>	 <hr/> <hr/> <hr/>	\$ <u>8,979,793.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
<u>5</u>	 <hr/> <hr/> <hr/>	\$ <u>2,601,680.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
<u>6</u>	 <hr/> <hr/> <hr/>	\$ <u>9,965,565.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>SOLES4SOULS, INC.</b>	Employer identification number  <b>20-4023482</b>
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**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
7	<hr/> <hr/> <hr/> <hr/>	\$ <u>2,429,100.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
8	<hr/> <hr/> <hr/> <hr/>	\$ <u>13,205,898.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
9	<hr/> <hr/> <hr/> <hr/>	\$ <u>5,265,000.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
10	<hr/> <hr/> <hr/> <hr/>	\$ <u>2,679,138.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>SOLES4SOULS, INC.</b>	Employer identification number  <b>20-4023482</b>
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**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
1	118,975 PAIRS OF SHOES AND 892,873 PCS OF CLOTHING.	\$ 12,429,408.	
2	161,000 PAIRS OF SHOES	\$ 4,347,000.	
3	11,482 PAIRS OF SHOES AND 176,500 PCS OF CLOTHING.	\$ 2,428,014.	
4	753,408 PCS OF CLOTHING.	\$ 8,979,793.	
5	104,509 PAIRS OF SHOES AND 436 PCS OF CLOTHING.	\$ 2,601,680.	
6	1,617,786 PAIRS OF SHOES AND 131,931 PCS OF CLOTHING.	\$ 9,965,565.	



Name of organization  <b>SOLES4SOULS, INC.</b>	Employer identification number  <b>20-4023482</b>
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**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
7	80,970 PAIRS OF SHOES _____ _____	\$ 2,429,100.	_____
8	47,774 PAIRS OF SHOES AND 993,000 PCS OF CLOTHING. _____ _____	\$ 13,205,898.	_____
9	195,000 PAIRS OF SHOES _____ _____	\$ 5,265,000.	_____
10	13 PAIRS OF SHOES AND 224,401 PCS OF CLOTHING. _____ _____	\$ 2,679,138.	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization  <b>SOLES4SOULS, INC.</b>	Employer identification number  <b>20-4023482</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
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" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**  
▶ **Attach to Form 990.**

▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

**2019**

**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" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....		
2 Aggregate value of contributions to (during year) .....		
3 Aggregate value of 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" on 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 (for example, recreation or education)  Preservation of a 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 7/25/06, 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? .....

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

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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)? .....

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" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB 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 FASB 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) Revenue included on 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 FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1 .....

b Assets included in Form 990, Part X .....

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

Schedule D (Form 990) 2019

**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 make 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 program
  - 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" on 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    |
|--|-----------|
| <b>c</b> Beginning balance             | <b>1c</b> |
| <b>d</b> Additions during the year     | <b>1d</b> |
| <b>e</b> Distributions during the year | <b>1e</b> |
| <b>f</b> Ending balance                | <b>1f</b> |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
<b>1a</b> Beginning of year balance	5,564.	5,937.	5,554.		
<b>b</b> Contributions				5,000.	
<b>c</b> Net investment earnings, gains, and losses	950.	-373.	383.	554.	
<b>d</b> Grants or scholarships					
<b>e</b> Other expenditures for facilities and programs					
<b>f</b> Administrative expenses					
<b>g</b> End of year balance	6,514.	5,564.	5,937.	5,554.	

- 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  100.00 %
  - c** Term endowment  \_\_\_\_\_ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |   | Yes                                 | No                                  |
|---|-------------------------------------|-------------------------------------|
| <b>(i)</b> Unrelated organizations  | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| <b>(ii)</b> Related organizations   | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| <b>b</b> If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | <input type="checkbox"/>            | <input type="checkbox"/>            |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. 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
<b>1a</b> Land		238,800.		238,800.
<b>b</b> Buildings		3,275,348.	1,098,370.	2,176,978.
<b>c</b> Leasehold improvements		23,265.	17,473.	5,792.
<b>d</b> Equipment		581,244.	392,868.	188,376.
<b>e</b> Other		280,959.	194,437.	86,522.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				2,696,468.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

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

2. Liability for uncertain tax positions. 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 FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII...

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	121,700,021.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains (losses) on investments	<b>2a</b>	6,608.
<b>b</b>	Donated services and use of facilities	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	6,608.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	121,693,413.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	121,693,413.

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	110,231,032.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	0.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	110,231,032.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	110,231,032.

**Part XIII Supplemental Information.**

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 V, LINE 4:**

TO HELP SUPPORT THE OVERALL MISSION OF SOLES4SOULS, INC.

**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 ARE NO PROVISIONS FOR INCOME

**Part XIII** Supplemental Information (continued)

TAXES, PENALTIES OR INTEREST RECEIVABLE OR PAYABLE RELATING TO UNCERTAIN  
INCOME TAX POSITIONS.

Lined area for supplemental information.

**SCHEDULE F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2019**

Open to Public  
Inspection

Name of the organization <b>SOLES4SOULS, INC.</b>	Employer identification number <b>20-4023482</b>
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**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on 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 the region	(d) Activities conducted in the region (by type) (such as, 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 the region	(f) Total expenditures for and investments in the region
CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA, BAHAMAS,	0	0	PROGRAM SERVICES - GIK DISTRIBUTIONS AND FREE DISTRIBUTIONS	TO DISTRIBUTE FREE FOOTWEAR AND GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF	2,209,190.
SOUTH AMERICA	0	0	PROGRAM SERVICES - FREE DISTRIBUTIONS	TO DISTRIBUTE FREE FOOTWEAR.	10,000.
MIDDLE EAST AND NORTH AFRICA	0	0	PROGRAM SERVICES - FREE DISTRIBUTIONS	TO DISTRIBUTE FREE FOOTWEAR.	10,000.
SUB-SAHARAN AFRICA - ANGOLA, BENIN, BOTSWANA, BURKINA FASO,	0	0	PROGRAM SERVICES - FREE DISTRIBUTIONS	TO DISTRIBUTE FREE SHOES AND CLOTHING AND GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS	341,180.
RUSSIA AND NEIGHBORING STATES - ARMENIA, AZERBIJAN, BELARUS,	0	0	GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE MICROENTERPRISE PROGRAM.	TO DISTRIBUTE FREE SHOES AND CLOTHING AND GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS	29,812,107.
EUROPE (INCLUDING ICELAND & GREENLAND)	1	1	GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE MICROENTERPRISE PROGRAM.	SOLES4SOULS EUROPE SUBSIDIARY - SUBSIDIARY DISTRIBUTIONS INCLUDED IN REGION ABOVE OR LINE	0.
EAST ASIA AND THE PACIFIC	1	1	GIK PRODUCT DISTRIBUTED AS PART OF TRAVEL TRIP.	SOLES4SOULS ASIA SUBSIDIARY - SUBSIDIARY DISTRIBUTIONS INCLUDED IN REGION ABOVE OR LINE	0.
NORTH AMERICA	1	1	GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE MICROENTERPRISE PROGRAM.	SOLES4SOULS CANADA SUBSIDIARY - SUBSIDIARY DISTRIBUTIONS INCLUDED IN REGION ABOVE OR LINE	0.
<b>3 a Subtotal</b> .....	3	3			32,382,477.
<b>b Total from continuation sheets to Part I</b> .....	0	0			0.
<b>c Totals</b> (add lines 3a and 3b) .....	3	3			32,382,477.

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

Schedule F (Form 990) 2019

SEE PART V FOR COLUMN (E) DESCRIPTIONS



**Part II** Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		RUSSIA AND NEIGHBORING STATES - ARMENIA, AZERBIJAN,	GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE	0.		29,812,107.	NEW AND USED CLOTHING AND SHOES TO BE USED IN THE	FMV
		CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA,	GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE	0.		680,078.	NEW AND USED CLOTHING AND SHOES TO BE USED IN THE	FMV
		CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA,	GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE	0.		403,607.	NEW AND USED CLOTHING AND SHOES TO BE USED IN THE	FMV
		SUB-SAHARAN AFRICA	GIK PRODUCT (SHOES) DISTRIBUTED AS PART OF THE MICROENTERPRISE	0.		209,600.	NEW AND USED CLOTHING AND SHOES TO BE USED IN THE	FMV

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ..... **4**

3 Enter total number of other organizations or entities ..... **4**

SEE PART V FOR COLUMN (D) AND COLUMN (H) DESCRIPTIONS

**Part III Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on 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 noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)
6,000 PAIRS OF FOOTWEAR DISTRIBUTED ON TRAVEL TRIPS AND 188,451 PAIRS OF SHOES AND 509 ITEMS OF CLOTHING AS	CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA,	195,000	0.		1,125,505.	FOOTWEAR DISTRIBUTED DURING INTERNATIONAL TRAVEL TRIPS AND THROUGH PARTNER	FMV
500 PAIRS OF FOOTWEAR	SOUTH AMERICA	500	0.		10,000.	FOOTWEAR DISTRIBUTED DURING INTERNATIONAL TRAVEL TRIPS	FMV
500 PAIRS OF FOOTWEAR	MIDDLE EAST AND NORTH AFRICA - ALGERIA, BAHRAIN, DJIBOUTI, EGYPT,	500	0.		10,000.	FOOTWEAR DISTRIBUTED DURING INTERNATIONAL TRAVEL TRIPS	FMV
26,316 PAIRS OF FOOTWEAR AS PART OF FREE DISTRIBUTIONS BY PARTNER ORGANIZATIONS	SUB-SAHARAN AFRICA	26,316	0.		131,580.	FOOTWEAR DISTRIBUTED THROUGH PARTNER ORGANIZATION TRAVEL	FMV

SEE PART V FOR COLUMN (A) AND COLUMN (G) DESCRIPTIONS

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 separately 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; don't file with Form 990)* .....  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 separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* .....  Yes  No

Schedule F (Form 990) 2019

**Part V Supplemental Information**

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. See instructions.

**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 I, LINE 3, COLUMN (E):**

**(A) REGION:**

CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA, BAHAMAS,

**(E) SPECIFIC TYPES OF SERVICES IN REGION:** TO DISTRIBUTE FREE FOOTWEAR AND GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE MICROENTERPRISE PROGRAM

REGION: SUB-SAHARAN AFRICA - ANGOLA, BENIN, BOTSWANA, BURKINA FASO,

**(E) SPECIFIC TYPES OF SERVICES IN REGION:** TO DISTRIBUTE FREE SHOES AND CLOTHING AND GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE MICROENTERPRISE PROGRAM

REGION: RUSSIA AND NEIGHBORING STATES - ARMENIA, AZERBIJAN, BELARUS,

**(E) SPECIFIC TYPES OF SERVICES IN REGION:** TO DISTRIBUTE FREE SHOES AND CLOTHING AND GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE MICROENTERPRISE PROGRAM

REGION: EUROPE (INCLUDING ICELAND & GREENLAND)

**(E) SPECIFIC TYPES OF SERVICES IN REGION:** SOLES4SOULS EUROPE SUBSIDIARY - SUBSIDIARY DISTRIBUTIONS INCLUDED IN REGION ABOVE OR LINE 24A ON PART

IX

**Part V Supplemental Information**

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. See instructions.

REGION: EAST ASIA AND THE PACIFIC

(E) SPECIFIC TYPES OF SERVICES IN REGION: SOLES4SOULS ASIA SUBSIDIARY - SUBSIDIARY DISTRIBUTIONS INCLUDED IN REGION ABOVE OR LINE 24A ON PART IX

REGION: NORTH AMERICA

(E) SPECIFIC TYPES OF SERVICES IN REGION: SOLES4SOULS CANADA SUBSIDIARY - SUBSIDIARY DISTRIBUTIONS INCLUDED IN REGION ABOVE OR LINE 24A ON PART IX

PART II, COLUMNS (D) AND (H):

REGION: RUSSIA AND NEIGHBORING STATES - ARMENIA, AZERBIJAN, BELARUS,

(D) PURPOSE OF GRANT: GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE MICROENTERPRISE PROGRAM AND FREE PRODUCT DESIGNATED FOR DISTRIBUTION IN THE REGION

(H) DESCRIPTION OF NON-CASH ASSISTANCE: NEW AND USED CLOTHING AND SHOES TO BE USED IN THE MICROENTERPRISE PROGRAM AND FREE PRODUCT DESIGNATED FOR DISTRIBUTION IN THE REGION

(A) REGION:

CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA, BAHAMAS,

(D) PURPOSE OF GRANT: GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE MICROENTERPRISE PROGRAM

(H) DESCRIPTION OF NON-CASH ASSISTANCE: NEW AND USED CLOTHING AND SHOES TO BE USED IN THE MICROENTERPRISE PROGRAM

(A) REGION:

**Part V Supplemental Information**

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. See instructions.

CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA, BAHAMAS,

(D) PURPOSE OF GRANT: GIK PRODUCT (CLOTHING AND SHOES) DISTRIBUTED AS PART OF THE MICROENTERPRISE PROGRAM AND FREE PRODUCT DESIGNATED FOR DISTRIBUTION IN THE REGION

(H) DESCRIPTION OF NON-CASH ASSISTANCE: NEW AND USED CLOTHING AND SHOES TO BE USED IN THE MICROENTERPRISE PROGRAM

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: GIK PRODUCT (SHOES) DISTRIBUTED AS PART OF THE MICROENTERPRISE PROGRAM

(H) DESCRIPTION OF NON-CASH ASSISTANCE: NEW AND USED CLOTHING AND SHOES TO BE USED IN THE MICROENTERPRISE PROGRAM

PART III, COLUMNS (A) AND (G):

(A) REGION:

CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA, BAHAMAS,

(A) TYPE OF GRANT OR ASSISTANCE: 6,000 PAIRS OF FOOTWEAR DISTRIBUTED ON TRAVEL TRIPS AND 188,451 PAIRS OF SHOES AND 509 ITEMS OF CLOTHING AS PART OF FREE DISTRIBUTIONS BY PARTNER ORGANIZATIONS

(G) DESCRIPTION OF NON-CASH ASSISTANCE: FOOTWEAR DISTRIBUTED DURING INTERNATIONAL TRAVEL TRIPS AND THROUGH PARTNER ORGANIZATION TRAVEL

PART III, COL (C):

ESTIMATED TO BE APPROXIMATELY ONE PAIR OF SHOES PER RECIPIENT

SCHEDULE F, PART V:

**Part V Supplemental Information**

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. See instructions.

THROUGH ITS TRAVEL4SOULS PROGRAM, VOLUNTEERS FROM ACROSS THE UNITED STATES, CANADA AND AUSTRALIA JOIN S4S STAFF ON DISTRIBUTION TRIPS TO VARIOUS COUNTRIES, AND IN DOING SO EXPERIENCE FIRST HAND PROVIDING SHOES AND CLOTHING TO PEOPLE IN THE MOST DESPERATE SITUATIONS. DURING THE YEAR, TEAMS VISITED JAMAICA, HONDURAS, DOMINICAN REPUBLIC, MOROCCO, EQUADOR, COLUMBIA & GUATEMALA ON A TOTAL OF 14 OF THESE TRIPS, PERSONALLY GIVING OVER 7,000 PAIRS OF SHOES TO CHILDREN AND FAMILIES IN ORPHANAGES, SCHOOLS, VILLAGES, AND EVEN TENT CITIES.

**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" on Form 990, Part IV, line 21 or 22.  
▶ **Attach to Form 990.**  
▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.**

OMB No. 1545-0047

**2019**

**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 Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on 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.

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section (if applicable)	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of noncash assistance	<b>(h)</b> Purpose of grant or assistance
OPERATION COMPASSION 114 STUART ROAD NE STE 370 CLEVELAND, TN 37312	62-1697490	501(C)(3)	0.	5,323,668.	FMV	60,952 PAIRS OF FOOTWEAR AND 303,016 PIECES OF	CHARITABLE RELIEF

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

**3** Enter total number of other organizations listed in the line 1 table ▶ 0

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

Schedule I (Form 990) (2019)

SEE PART IV FOR COLUMN (G) DESCRIPTIONS



**Part III Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on 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 noncash assistance
APPROXIMATELY 65,000 PAIRS OF SHOES AND 165,000 PIECES OF CLOTHING AND OTHER ITEMS (ACCESSORIES)	230000	0.	2,580,969.	ORGANIZATION ESTIMATE	FREE DISTRIBUTIONS OF SHOES AND CLOTHING

**Part IV Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

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 II, LINE 1, COLUMN (G):

(G) DESCRIPTION OF NON-CASH ASSISTANCE: 60,952 PAIRS OF FOOTWEAR AND 303,016 PIECES OF CLOTHING

**Part IV** Supplemental Information

SCHEDULE I, PART IV: 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 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 ON ITS BEHALF TO DISTRIBUTE SHOES DIRECTLY TO THOSE IN NEED IN THE UNITED STATES. WITH DISTRIBUTIONS RANGING FROM A WINTER COAT DISTRIBUTION HELD IN OVER 35 CITIES 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" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2019**

Open to Public  
Inspection

Name of the organization

**SOLES4SOULS, INC.**

Employer identification number

**20-4023482**

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on 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"/> Housing allowance or residence for personal use   |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence   |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees     |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

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

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a? .....

**3** Indicate which, if any, of the following the 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"/> Written employment contract                     |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations                | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

- a** Receive a severance payment or change-of-control payment? .....
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....
- c** Participate in, or receive payment from, an equity-based compensation arrangement? .....
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

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

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" on line 5a or 5b, describe in Part III.

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

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" on line 6a or 6b, describe in Part III.

**7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III .....

**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....

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

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>	X	
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>	X	
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2019

**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 on 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 aren't 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 in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) EARNEST TEASTER III CEO	(i)	269,276.	71,728.	0.	16,801.	8,976.	366,781.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) DAVID GRABEN (DEC'D - MAY 2020) COO	(i)	195,025.	41,833.	0.	9,674.	8,942.	255,474.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) ROBERT ADAMS-GHEE CFO	(i)	172,371.	35,775.	0.	10,375.	6,308.	224,829.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) RODNEY ARNOLD CHIEF MARKETING OFFICER	(i)	177,083.	25,381.	0.	11,266.	9,273.	223,003.	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)							
	(i)							
	(ii)							

**Part III Supplemental Information**

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:

DAVID GRABEN - PER HIS EMPLOYMENT AGREEMENT WHEN HE BECAME UNABLE TO WORK  
DUE TO CANCER

PART I, LINE 6:

SCHEDULE J, PART I, LINE 6A - COMPENSATION CONTINGENT ON NET EARNINGS:  
BONUSES WERE PAID TO PERSONS LISTED ON FORM 990, PART VII CONSISTENT WITH  
BOARD APPROVED BONUS POLICY BASED IN PART ON NET EARNINGS GENERATED DURING  
YEAR.

**SCHEDULE M  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

OMB No. 1545-0047

**2019**

Open to Public  
Inspection

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

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		113,551,716.	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**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't 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 nonstandard 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 didn't 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) 2019

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

SCHEDULE M, LINE 32B:

SOLES4SOULS RECEIVES MILLIONS OF ARTICLES OF USED SHOES AND CLOTHING THAT HAVE BEEN COLLECTED BY INDIVIDUALS, SCHOOLS, FAITH-BASED INSTITUTIONS, CIVIC ORGANIZATIONS AND CORPORATE PARTNERS. AFTER SORTING ITEMS IN ITS NATIONAL WAREHOUSE SYSTEM, SOLES4SOULS SELLS THE USED AND ALLOWED NEW SHOES AND CLOTHING TO CAREFULLY SELECTED MICROENTERPRISE ORGANIZATIONS. THESE ARE PRIVATE AND NON-PROFIT COMPANIES WITH WHOM THE ORGANIZATION ESTABLISHES CONTRACT RELATIONSHIPS TO PROVIDE SHIPPING, FINANCING, INVENTORY, TRAINING AND OTHER SUPPORT TO ULTRA-SMALL BUSINESSES IN CENTRAL AMERICA, SOUTH AMERICA, AND AFRICA. SOLES4SOULS' CONTRACTED PARTNERS PROVIDE THE MICROENTERPRISE (ULTRA-SMALL BUSINESS) OPERATORS WITH SHOES AND CLOTHING TO SELL IN THEIR COMMUNITIES. LIKE ANY BUSINESS, THIS INVENTORY IS OFTEN PROVIDED ON CREDIT -- ALSO PROVIDED BY OUR PARTNER ORGANIZATIONS - AND THE OPERATOR KEEPS THE PROFITS THEY MAKE FROM WHAT THEY SELL. THESE PROFITS BECOME THE INCOME THAT PASSES THROUGH THE LOCAL ECONOMY. THE REVENUE THAT IS GENERATED BY PROVIDING INVENTORY FOR MICROENTERPRISE OPERATORS IN SEVERAL COUNTRIES PAYS FOR DISTRIBUTION COSTS - BY FAR OUR HIGHEST EXPENSE - OPERATIONS, SALARIES AND BENEFITS, AND TO GROW SOLES4SOULS' ABILITY TO ACQUIRE AND DIRECTLY DONATE NEW AND USED SHOES TO PEOPLE IN NEED, OR IN THE AFTERMATH OF A DISASTER. DONATIONS OF NEW SHOES ARE MIXED STYLES AND TYPES, WHICH ARE ASSIGNED AN AVERAGE FAIR VALUE BY GENDER. THE VALUE ASSIGNED TO DONATED NEW SHOES IS \$30 FOR MEN'S, \$27 FOR WOMEN'S AND \$16 FOR CHILDREN'S SHOES. USED SHOES ARE VALUED AT \$4 PER PAIR, MEASURED IN POUNDAGE, ASSUMING 1.25 LBS PER PAIR OF SHOES. NEW CLOTHING IS VALUED AT \$12 AN ITEM (0.5 LBS/ITEM) AND USED CLOTHING IS \$5 PER POUND.

**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.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2019**

Open to Public  
Inspection

Name of the organization

SOLES4SOULS, INC.

Employer identification number

20-4023482

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

ORGANIZATIONS, THEN DISTRIBUTING THOSE SHOES AND CLOTHES VIA BOTH  
DIRECT DONATIONS TO PEOPLE IN NEED AND BY PLACING SHOES AND CLOTHING  
INTO QUALIFIED MICROENTERPRISE PROGRAMS DESIGNED TO CREATE JOBS IN POOR  
AND DISADVANTAGED COMMUNITIES.

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

423,588 PIECES OF CLOTHING AND 60,415 PIECES OF OTHER ESSENTIALS TO  
THOSE IN NEED AROUND THE WORLD. ADDITIONALLY, S4S USED 4,203,364 PAIRS  
OF SHOES, 4,760,073 PIECES OF CLOTHING AND 674,686 PIECES OF OTHER  
ESSENTIAL ITEMS IN OUR MICROENTERPRISE PROGRAM PROVIDING OPPORTUNITIES  
FOR JOB AND INCOME CREATION AROUND THE WORLD.

SOLES4SOULS PARTNERS WITH NON-GOVERNMENTAL ORGANIZATIONS ("NGOS") IN  
HAITI, HONDURAS, MOLDOVA, MALAWI AND ZAMBIA WHO RUN MICROENTERPRISE  
OPERATIONS, AS WELL AS CONTRACTS WITH ESTABLISHED MICROENTERPRISE  
PARTNERS TO DISTRIBUTE SHOES AND CLOTHING IN CENTRAL AMERICA, SOUTH  
AMERICA, AFRICA AND ASIA. OUR MICROENTERPRISE PROGRAM IS DESIGNED TO  
PROVIDE IMPOVERISHED PEOPLE IN DEVELOPING NATIONS WITH THE RESOURCES TO  
START AND MAINTAIN THEIR OWN BUSINESSES.

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

HOMELESS STUDENTS IN 20 CITIES ACROSS THE COUNTRY AND IN THE UK,  
FRANCE, CANADA AND SINGAPORE. WE PARTNERED DIRECTLY WITH  
MCKINNEY-VENTO HOMELESS LIAISONS IN THE PUBLIC SCHOOL SYSTEMS TO HELP  
EXECUTE THE PROGRAM AS WELL AS WITH NGO'S IN OTHER COUNTRIES. WE

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

Schedule O (Form 990 or 990-EZ) (2019)

932211 09-06-19



Name of the organization SOLES4SOULS, INC.	Employer identification number 20-4023482
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BELIEVE THAT EVERY KID DESERVES TO HAVE THEIR BASIC NEEDS MET. AND, A CHILD WHO HAS LOST THEIR HOME SHOULD NOT LOSE THEIR ABILITY TO BE A KID. SO SOLES4SOULS IS WORKING TO PROVIDE A NEW PAIR OF ATHLETIC SHOES TO EVERY KID EXPERIENCING HOMELESSNESS.

A CORE COMPONENT OF THE SOLES4SOULS MISSION IS PROVIDING RELIEF TO PEOPLE IMPACTED BY NATURAL DISASTERS. DURING FY20, SOLES4SOULS PROVIDED SHOES AND CLOTHING IN THREE TENNESSEE COUNTIES IMPACTED BY A EF4 TORNADO, COMMUNITIES IN THE BAHAMAS DEVASTATED BY HURRICANE DORIAN, AND IN RESPONSE TO COVID-19 PROVIDED SHOES TO FRONTLINE HEALTHCARE PROFESSIONALS IN ALABAMA, CALIFORNIA, MASSACHUSETTS, NEW YORK, TENNESSEE, VIRGINIA AND WEST VIRGINIA.

THROUGH OUR MANY DISTRIBUTION PROGRAMS DESCRIBED ABOVE, SOLES4SOULS KEPT 10,640,768 PAIRS/PIECES OUT OF LANDFILLS TOTALING APPROXIMATELY 8,862,000 POUNDS OF PRODUCT. SINCE INCEPTION, SOLES4SOULS HAS KEPT 51,384,624 PAIRS/PIECES OUT OF LANDFILLS TOTALING APPROXIMATELY 63,707,000 POUNDS.

THROUGH THE SOLES4SOULS GLOBAL EXPERIENCES PROGRAM, VOLUNTEERS FROM ACROSS THE UNITED STATES JOIN SOLES4SOULS STAFF ON DISTRIBUTION TRIPS TO VARIOUS COUNTRIES TO EXPERIENCE FIRST-HAND PROVIDING SHOES AND CLOTHING TO PEOPLE IN DEVELOPING COUNTRIES. TEAMS VISITED COLOMBIA, DOMINICAN REPUBLIC, ECUADOR, GUATEMALA, HONDURAS, JAMAICA, AND MOROCCO AS WELL AS LOUISIANA, NORTH CAROLINA AND ARIZONA ON 17 TRIPS IN FY20 (27 TRIPS IN FY19). DURING FY19, OUR GLOBAL EXPERIENCES PROGRAM RESTRUCTURED TO FOCUS ON "EARNED TRAVEL" VERSUS PAID TRAVEL GIVING OUR SUPPORTERS THE OPPORTUNITY TO EXPERIENCE OUR MISSION FIRST-HAND.

Name of the organization

SOLES4SOULS, INC.

Employer identification number

20-4023482

SOLES4SOULS WILL PRIMARILY TRAVEL TO COUNTRIES WHERE WE HAVE MICROENTERPRISE PARTNERS. WE WILL CONTINUE TO DISTRIBUTE SHOES TO PEOPLE IN NEED.

FORM 990, PART VI, SECTION B, LINE 11B:

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.

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:

CEO: THE CEO'S COMPENSATION IS REVIEWED ANNUALLY BY THE COMPENSATION COMMITTEE IN CONJUNCTION WITH A REVIEW OF PERFORMANCE BY THE EXECUTIVE COMMITTEE OF THE BOARD. SOLES4SOULS ENSURES THAT AN INDEPENDENT COMPENSATION SURVEY IS COMPLETED EVERY FIVE YEARS. IN 2017, THE COMPENSATION COMMITTEE ALSO REVIEWED OTHER INDUSTRY PRACTICES/POLICIES IN DEVELOPMENT OF SOLES4SOULS' ORGANIZATIONAL BONUS POLICY.

OTHER OFFICERS AND KEY EMPLOYEES: THE CEO ESTABLISHES AND ADMINISTERS COMPENSATION LEVELS OF THE EXECUTIVE STAFF. BEGINNING IN 2017, THE EXECUTIVE STAFF POSITIONS WILL BE INCLUDED IN THE INDEPENDENT COMPENSATION SURVEY THAT IS COMPLETED EVERY FIVE YEARS.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

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

TN, AL, CA, CT, FL, GA, HI, IL, KS, KY, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, OR, PA, RI, SC, UT  
VA, WV, WI

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 2019 CALENDAR YEAR. THE FISCAL  
YEAR COMPENSATION AMOUNTS FOR THESE OFFICERS ARE INCLUDED ON PART IX  
LINE 5.

FORM 990, PART IX, LINE #24A:

THE MICROENTERPRISE IN-KIND DISTRIBUTIONS CONSISTED OF APPROXIMATELY  
3,950,000 PAIRS OF SHOES VALUED AT APPROXIMATELY \$45,000,000 AND  
APPRIMXATELY 3,900,000 PIECES OF CLOTHING VALUED AT APPROXMIATELY  
\$43,000,000. DIRECT MBE PARTNER DISTRIBUTIONS ARE INCLUDED IN LINE 3  
OF PART IX.

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.

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

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

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2019**

**Open to Public  
Inspection**

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

**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on 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
SOLES4SOULS CANADA (INCORPORATION # 962795-2) 720 BATHURST STREET TORONTO, ONTARIO, CANADA M5S 2R4	CARRY ON THE ACTIVITIES OF SOLES4SOULS, INC IN CANADA	CANADA	-289,468.	47,878.	SOLES4SOULS INC
SOLES4SOULS EUROPE (RSIN 859934640) STIELTJESWEG 8 ARNHEM, NETHERLANDS, NETHERLANDS NL6827BV	CARRY ON THE ACTIVITIES OF SOLES4SOULS, INC IN EUROPE	NETHERLANDS	-122,736.	150,569.	SOLES4SOULS INC
SOLES4SOULS ASIA LTD (EUN 201930535R) 705 SIMS DRIVE #02-12 SINGAPORE, SINGAPORE, SINGAPORE 387384	CARRY ON THE ACTIVITIES OF SOLES4SOULS, INC IN ASIA	SINGAPORE	-163,206.	35,376.	SOLES4SOULS INC

**Part II Identification of Related Tax-Exempt Organizations.** Complete if the organization answered "Yes" on 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

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

Schedule R (Form 990) 2019

SEE PART VII FOR CONTINUATIONS



**Part V Transactions With Related Organizations.** Complete if the organization answered "Yes" on 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.

	Yes	No
<b>1</b> 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?		
<b>a</b> Receipt of <b>(i)</b> interest, <b>(ii)</b> annuities, <b>(iii)</b> royalties, or <b>(iv)</b> rent from a controlled entity .....	<b>1a</b>	
<b>b</b> Gift, grant, or capital contribution to related organization(s) .....	<b>1b</b>	
<b>c</b> Gift, grant, or capital contribution from related organization(s) .....	<b>1c</b>	
<b>d</b> Loans or loan guarantees to or for related organization(s) .....	<b>1d</b>	
<b>e</b> Loans or loan guarantees by related organization(s) .....	<b>1e</b>	
<b>f</b> Dividends from related organization(s) .....	<b>1f</b>	
<b>g</b> Sale of assets to related organization(s) .....	<b>1g</b>	
<b>h</b> Purchase of assets from related organization(s) .....	<b>1h</b>	
<b>i</b> Exchange of assets with related organization(s) .....	<b>1i</b>	
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) .....	<b>1j</b>	
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) .....	<b>1k</b>	
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) .....	<b>1l</b>	
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) .....	<b>1m</b>	
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....	<b>1n</b>	
<b>o</b> Sharing of paid employees with related organization(s) .....	<b>1o</b>	
<b>p</b> Reimbursement paid to related organization(s) for expenses .....	<b>1p</b>	
<b>q</b> Reimbursement paid by related organization(s) for expenses .....	<b>1q</b>	
<b>r</b> Other transfer of cash or property to related organization(s) .....	<b>1r</b>	
<b>s</b> Other transfer of cash or property from related organization(s) .....	<b>1s</b>	

**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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			



**Part VII Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.

**PART I, IDENTIFICATION OF DISREGARDED ENTITIES:**

NAME OF DISREGARDED ENTITY:

SOLES4SOULS CANADA (INCOPORATION # 962795-2)

DIRECT CONTROLLING ENTITY: SOLES4SOULS INC

NAME OF DISREGARDED ENTITY:

SOLES4SOULS EUROPE (RSIN 859934640)

DIRECT CONTROLLING ENTITY: SOLES4SOULS INC

NAME OF DISREGARDED ENTITY:

SOLES4SOULS ASIA LTD (EUN 201930535R)

DIRECT CONTROLLING ENTITY: SOLES4SOULS INC