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2013

Open to Public Inspection

Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.
- Information about Form 990 and its instructions is at www.irs.gov/form990

A For the 2013 calendar year, or tax year beginning 07-01-2013, 2013, and ending 06-30-2014

B Check if applicable	C Name of organization TWO TEN FOOTWEAR FOUNDATION INC		D Employer identification number 22-2579809
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address) 1466 MAIN STREET	Room/suite	E Telephone number (781) 736-1524
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code WALTHAM, MA 02451		
<input type="checkbox"/> Application pending			G Gross receipts \$ 6,671,023

F Name and address of principal officer ELBA MARCILLO 1466 MAIN STREET WALTHAM, MA 02451		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
		H(b) Are all subordinates included? If "No," attach a list (see instructions)
		H(c) Group exemption number ►

I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	L Year of formation 1939	M State of legal domicile MA
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Part I Summary

1 Briefly describe the organization's mission or most significant activities CASE MANAGEMENT SERVICES, NAMELY THE COORDINATION OF NECESSARY FINANCIAL, EDUCATIONAL, SOCIAL AND COUNSELING SERVICES TO INDIVIDUALS EMPLOYED OR FORMERLY EMPLOYED IN THE SHOE INDUSTRY OR THE IMMEDIATE FAMILY MEMBERS OF SUCH PERSONS		
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets		
3 Number of voting members of the governing body (Part VI, line 1a)	3	42
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	41
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	14
6 Total number of volunteers (estimate if necessary)	6	0
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	4,139

8 Contributions and grants (Part VIII, line 1h)	Prior Year 1,539,498	Current Year 3,927,251
9 Program service revenue (Part VIII, line 2g)	0	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	845,370	1,238,898
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,503,865	-95,620
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,888,733	5,070,529

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,537,341	2,226,455
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,250,174	1,321,391
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ► 498,430		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,538,025	1,154,212
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	5,325,540	4,702,058
19 Revenue less expenses Subtract line 18 from line 12	-1,436,807	368,471

20 Total assets (Part X, line 16)	Beginning of Current Year 34,961,006	End of Year 39,132,046
21 Total liabilities (Part X, line 26)	483,386	523,247
22 Net assets or fund balances Subtract line 21 from line 20	34,477,620	38,608,799

Part II Signature Block

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

Sign Here	***** Signature of officer ELBA MARCILLO CFO Type or print name and title	2015-01-15 Date
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Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date 2015-01-15	Check <input type="checkbox"/> if self-employed	PTIN P01430775
	Firm's name ► DANIEL DENNIS & COMPANY LLP	Firm's EIN ► 04-2734675			
	Firm's address ► 990 WASHINGTON STREET STE 308A DEDHAM, MA 02026	Phone no (617) 262-9898			

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

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

CASE MANAGEMENT SERVICES, NAMELY THE COORDINATION OF NECESSARY FINANCIAL, EDUCATIONAL, SOCIAL AND COUNSELING SERVICES TO INDIVIDUALS EMPLOYED OR FORMERLY EMPLOYED IN THE SHOE INDUSTRY OR THE IMMEDIATE FAMILY MEMBERS OF SUCH PERSONS

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

If "Yes," describe these new services on Schedule O

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

If "Yes," describe these changes on Schedule O

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

4a	(Code) (Expenses \$	2,867,648 including grants of \$	2,226,455) (Revenue \$)
<p>HUMAN SERVICE EXPENSE THE TWO TEN MISSION IS TO BRING SHOEPEOPLE TOGETHER TO HELP EACH OTHER DURING CRISIS, SUPPORT EACH OTHER AS A COMMUNITY, AND ENSURE THE FUTURE OF THE FOOTWEAR INDUSTRY IN THE UNITED STATES IN FY14, THE TWO TEN, FOUR PERSON, SOCIAL SERVICES TEAM ASSISTED 1,177 FOOTWEAR FAMILIES WITH RELIEF AID TWO TEN RECEIVED CALLS FROM A TOTAL OF 2,144 FOOTWEAR WORKERS AND THEIR FAMILIES AND 97% OF THOSE WORKERS RECEIVED A CALL BACK WITHIN TWO BUSINESS DAYS TO COMPLETE OUR INTAKE PROCESS. THE 30 MINUTE INTAKE CALL IS THE WAY WE DETERMINE ELIGIBILITY (MUST BE IN THE FOOTWEAR INDUSTRY FOR 2 YEARS) AND HOW BEST TO MEET IMMEDIATE NEEDS WHEN A PERSON CALLS TWO TEN, WE GUARANTEE THEY WILL QUICKLY SPEAK WITH A COMPASSIONATE INDIVIDUAL AND THEIR CONVERSATION WILL BE CONFIDENTIAL. IN FY14, 69% OF CALLERS WERE FEMALE AND 31% OF CALLERS WERE MALE. THE THREE LARGEST AGE GROUPS WHO CALLED WERE BETWEEN THE AGES OF 25-34 (31%), BETWEEN THE AGES OF 35-42 (28%), AND 19% OF CALLERS FELL BETWEEN THE AGES OF 43-51. THE POPULATIONS OF FAMILIES WE SERVE ARE EMPLOYED PREDOMINATELY IN THE FOLLOWING ROLES WITHIN THE FOOTWEAR INDUSTRY: RETAIL SALES, CUSTOMER SERVICE, FACTORY WORKERS, WAREHOUSE OPERATIVES, AND DISTRIBUTION WORKERS. THESE JOBS ARE LOW WAGE EARNING POSITIONS AND THOSE WORKING IN THEM ARE VULNERABLE TO LOSS OF INCOME AT DIFFERENT TIMES OF THE YEAR WHEN BUSINESS SLOWS OR ORDERS IN A FACTORY OR WAREHOUSE DECREASE. TWO TEN CHANGES LIVES OF INDIVIDUALS AND FAMILIES DURING TIMES OF IMMEDIATE CRISIS BY PROVIDING THE FOLLOWING SERVICES TO HELP THEM: 1) RELIEF AID, 2) COUNSELING, AND 3) INFORMATION REFERRALS. IN FY14, TWO TEN PROVIDED FUNDS TO PAY THE RENT OR MORTGAGE OF 783 FAMILIES TO PREVENT EVICTION OR FORECLOSURE. WE PAID UTILITY BILLS FOR 559 FAMILIES TO PREVENT SHUT-OFFS OF POWER AND CAR PAYMENTS OR CAR REPAIRS FOR 276 FAMILIES SO THEY COULD CONTINUE TO USE THEIR CAR TO GET TO WORK. TWO TEN ALSO ASSISTED WITH 49 CRISIS CASES WHICH INCLUDE FUNERAL BILLS AND EMERGENCY COSTS WHEN AN INDIVIDUAL WAS DISPLACED DUE TO A FIRE OR NATURAL DISASTER. FUNDS ARE PAID DIRECTLY TO THE CREDITORS EXCEPT IN A SMALL NUMBER OF CASES WHEN MINI-GRANTS BETWEEN \$50-\$500 ARE GIVEN TO THOSE INDIVIDUALS IN CRISIS WHO ARE DOCUMENTED TO HAVE BEEN DISPLACED OR IMPACTED BY A NATURAL DISASTER. THE MONIES THAT ARE GIVEN HELP INDIVIDUALS GET THROUGH THEIR CRISIS AND PROVIDE EMOTIONAL AS WELL AS FINANCIAL RELIEF UNTIL THEIR LIVES BECOME STABLE AGAIN. THE BILLS THAT TWO TEN PAYS MEET THE MOST BASIC NEEDS OF INDIVIDUALS AND FAMILIES IN ORDER TO SURVIVE AND HOLD DOWN A JOB. IN FY14, TWO TEN GAVE 89 FOOTWEAR WORKERS REFERRALS TO OUR TELEPHONIC MENTAL HEALTH COUNSELING SERVICES. TWO TEN CONTRACTS WITH FEI BEHAVIORAL HEALTH TO ADMINISTER 8 SESSIONS OF TELEPHONIC COUNSELING SERVICES PER CALLER. REFERRALS TO LOCAL COMMUNITY RESOURCES, SUCH AS UNITED WAY, RED CROSS AND SALVATION ARMY WERE GIVEN TO 460 INDIVIDUALS. THE REASON MOST CITED BY THOSE NEEDING ASSISTANCE WAS "EMPLOYMENT ISSUES", FOLLOWED BY "HEALTH" AND "FAMILY ISSUES". TWO TEN PROVIDES RESOURCES FOR SHOEPEOPLE ACROSS THE COUNTRY, BUT THE TOP FIVE STATES THAT WE RECEIVED CALLS FROM WERE TENNESSEE, MICHIGAN, CALIFORNIA, ILLINOIS AND INDIANA. EDUCATION EXPENSE: TWO TEN IS COMMITTED TO CHANGING THE LIVES OF FOOTWEAR PROFESSIONALS AND THEIR FAMILIES THROUGH EDUCATION. IN 2014, THE TWO TEN FOOTWEAR FOUNDATION FUNDED 350 STUDENTS WITH \$750,000 IN COLLEGE TUITION. STUDENTS ATTENDED TWO-YEAR AND FOUR-YEAR PRIVATE AND PUBLIC UNDERGRADUATE UNIVERSITIES AND COLLEGES ACROSS THE COUNTRY. A SMALLER NUMBER OF STUDENTS WERE ALSO ASSISTED WITH SCHOLARSHIPS TO ATTEND ACCREDITED VOCATIONAL/TECHNICAL SCHOOLS. NEW STUDENTS WERE GIVEN AWARDS THAT AVERAGED \$2,500 EACH WITH THE OPPORTUNITY TO BE AWARDED \$10,000 OVER FOUR YEARS WHILE MAINTAINING A GPA OF AT LEAST 2.5. TWO TEN SCHOLARS ARE EITHER IN THE FOOTWEAR INDUSTRY THEMSELVES (FOR AT LEAST TWO YEARS) OR THEIR CHILDREN ARE ELIGIBLE TO APPLY FOR A SCHOLARSHIP. THESE SCHOLARSHIPS EASE THE BURDEN OF FOOTWEAR FAMILIES TO SEND THEIR CHILDREN TO SCHOOL. WHEN THE INDIVIDUAL THEMSELVES IS IN THE FOOTWEAR INDUSTRY WE IMPACT THAT STUDENT BY LESSENING THE AMOUNT OF STUDENT DEBT THEY FACE WHEN THEY LEAVE SCHOOL. FOR SOME INDIVIDUALS, OUR SCHOLARSHIP IS THE DECIDING FACTOR FOR THEM TO BE ABLE TO ATTEND UNDERGRADUATE SCHOOL AT ALL. THIS YEAR WE BEGAN AWARDING A NEW SCHOLARSHIP, CALLED THE FOOTWEAR WARRIOR SCHOLARSHIP. THIS IS DESIGNED FOR MEN AND WOMEN WHO SERVED OUR COUNTRY AT ANY POINT IN TIME AND WHO ARE CURRENTLY WORKING IN THE FOOTWEAR INDUSTRY. TWO TEN SCHOLARS OR THEIR PARENTS CAME FROM 130 DIFFERENT FOOTWEAR COMPANIES ACROSS THE INDUSTRY AND 43 STATES ACROSS THE USA. THIS YEAR, 155 STUDENTS WERE NEW AWARD WINNERS AND 195 SCHOLARS WERE RENEWING THEIR PREVIOUSLY AWARDED SCHOLARSHIPS. TWO TEN ALSO ASSISTS THOSE PURSUING EDUCATION IN THE AREA OF FOOTWEAR DESIGN THROUGH TWO DIFFERENT SCHOLARSHIPS: THE FOOTWEAR DESIGN SCHOLARSHIP AND THE ARS SUTORIA SCHOLARSHIP. UNLIKE OUR TRADITIONAL COLLEGE SCHOLARSHIPS, THE FOOTWEAR DESIGN SCHOLARSHIP IS AVAILABLE TO ANY STUDENT WITHOUT EMPLOYMENT HISTORY IN THE FOOTWEAR INDUSTRY. THIS SCHOLARSHIP WAS CREATED TO ENCOURAGE STUDENTS ENTERING THE FIELD WHO HAVE TALENT AND PROMISE IN FOOTWEAR DESIGN. APPLICANTS FOR THE FOOTWEAR DESIGN SCHOLARSHIP ARE REQUIRED TO SUBMIT THREE SAMPLES OF THEIR SKETCHES AT THE TIME OF APPLICATION IN ADDITION TO COMPLETING OUR STANDARD ONLINE APPLICATION. IN 2012, THE APPLICATION ADMINISTRATION PROCESS WAS OUTSOURCED TO INTERNATIONAL SCHOLARSHIP AND TUITION SERVICES, WHO OVERSEES THE ONLINE APPLICATION PROCESS. TWO TEN SCHOLARSHIP STAFF RANK APPLICANTS USING A SCORING RUBRIC THAT IS WEIGHTED BY THE FOLLOWING SYSTEM: 70% FINANCIAL NEED, 15% ACADEMICS BASED ON GPA AND 15% ACADEMIC RESUME BASED ON EXTRACURRICULAR ACTIVITIES. ARS SUTORIA IS AN ITALIAN FOOTWEAR DESIGN ACADEMY THAT OFFERS TWO 5-DAY COURSES PER YEAR AT TWO TEN'S HEADQUARTERS IN WALTHAM, MA. FOR THOSE STUDENTS WITH PRIOR FOOTWEAR INDUSTRY EXPERIENCE, THE CLASSES OFFER A GREATER UNDERSTANDING OF THE PROCESSES OF PRODUCTION OF DIFFERENT TYPES OF SHOE CONSTRUCTIONS AND DEEPER KNOWLEDGE OF THE MATERIALS USED IN EACH STAGE OF THE PROCESS. THESE SCHOLARS ARE SELECTED BASED ON THE APPROPRIATENESS OF THEIR WORK EXPERIENCE AND THEIR EMPLOYER'S RECOMMENDATIONS. BOTH OF THESE SCHOLARSHIPS, FOOTWEAR DESIGN AND ARS SUTORIA, BENEFIT BOTH SCHOLARS AND THE FOOTWEAR COMMUNITY BY EITHER BRINGING IN FRESH TALENT OR DEVELOPING EXISTING TALENT.</p>					

4b	(Code) (Expenses \$	135,852 including grants of \$) (Revenue \$)
<p>COMMUNITY BUILDING TWO TEN FOOTWEAR FOUNDATION IS DEDICATED TO BUILDING A STRONGER FOOTWEAR COMMUNITY BY OFFERING A SERIES OF NATIONAL PROGRAMS AND EVENTS, DESIGNED TO PROVIDE OPPORTUNITIES TO ENGAGE WITH AND LEARN FROM FELLOW MEMBERS OF THE FOOTWEAR INDUSTRY. THERE ARE FOUR DIFFERENT COMMUNITY GROUPS, EACH OFFERING DIFFERENT ACTIVITIES AND OUTCOMES BASED ON THE INDIVIDUAL NEEDS OF ITS CONSTITUENTS. THESE GROUPS INCLUDE THE WOMEN IN FOOTWEAR INDUSTRY (WIFI) GROUP, YOUNG PROFESSIONALS FOR 210 (YP), THE HUMAN RESOURCES LEADERSHIP COMMITTEE (HRLC), AND NATIONAL FOOTWEAR CARES MONTH. WIFI, CONSISTING OF EIGHT CHAPTERS LOCATED IN TARGETED GEOGRAPHIC AREAS, IS FOCUSED ON INSPIRING, MENTORING, AND EDUCATING WOMEN AT ALL LEVELS OF THEIR CAREERS - AS WELL AS CREATING ADVOCATES FOR TWO TEN. WIFI ACCOMPLISHES ITS GOALS THIS BY HOLDING NETWORKING AND PROFESSIONAL DEVELOPMENT EVENTS AND A NATIONAL CONFERENCE HELD EACH JUNE IN FY14. WIFI CHAPTERS HELD A TOTAL OF 17 DIFFERENT EVENTS THAT WERE ATTENDED BY 887 WOMEN. IN EACH INSTANCE, TOPIC MATTER AND PROGRAM FORMAT WAS DESIGNED IN ADVANCE TO BE RELEVANT AND SCALABLE TO MEET THE NEEDS OF EACH REGIONAL AREA. IN ADDITION TO THE EVENTS, WIFI MANAGES A SUCCESSFUL YEAR-LONG MENTORING PROGRAM THAT PAIRED 30 MENTORS FROM INDUSTRY LEADERSHIP WITH 30 WOMEN MENTEES FROM THE NEXT GENERATION OF FOOTWEAR LEADERSHIP. THE BENEFIT OF WIFI PROGRAMMING IS EVIDENCED BY THE INCREASING NUMBER OF EVENT ATTENDEES AND REQUESTS FOR MENTORING ON A YEAR-OVER-YEAR BASIS. THE YOUNG PROFESSIONALS FOR 210 (YP210) GROUP IS DESIGNED TO ATTRACT THE FOOTWEAR PROFESSIONALS BY PROVIDING NETWORKING AND COMMUNITY SERVICE OPPORTUNITIES. IN FY14, YP210 HELD 16 EVENTS INCLUDING NETWORKING EVENTS, MONTHLY COMMUNITY SERVICE PROJECTS WITH LOCAL CHARITABLE NON-PROFITS AND AN ANNUAL PARTY. AS A RESULT OF THE COMBINED ACTIVITIES, YP210 HELPED RAISE AWARENESS OF AND ADVOCACY FOR TWO TEN, WHILE CONNECTING 695 FOOTWEAR PROFESSIONALS. THE HUMAN RESOURCES LEADERSHIP COMMITTEE (HRLC), CONNECTS HUMAN RESOURCES PROFESSIONALS WITHIN THE FOOTWEAR INDUSTRY FOR THOUGHT LEADERSHIP SPECIFIC TO HR, BUT ALSO TO CREATE ADVOCACY FOR TWO TEN AND ITS MISSION. THE HRLC WORKS ON TWO TEN'S BEHALF TO INCREASE AWARENESS OF THE FOUNDATION WITHIN THE INDUSTRY AS WELL AS TO HOST AN ANNUAL CONFERENCE DEDICATED TO INDUSTRY LEARNING AND INNOVATION. IN FY14, THE ANNUAL HR LEADERSHIP SUMMIT WAS FOCUSED ON BEST PRACTICES FOR HIRING IN A CHANGING RETAIL LANDSCAPE AND WAS ATTENDED BY 90 INDUSTRY PROFESSIONALS. THE CONFERENCE PROVIDED TWO TEN WITH A PLATFORM TO FURTHER EDUCATE AND ENGAGE HR PROFESSIONALS ABOUT ITS OFFERINGS. NATIONAL FOOTWEAR CARES MONTH IS ONE OF TWO TEN'S FAST GROWING COMMUNITY BUILDING EVENTS. DESIGNED TO BRING AN ENTIRE INDUSTRY TOGETHER AROUND A COMMON GOAL, FOOTWEAR CARES UNITED 100 FOOTWEAR COMPANIES IN COMMUNITY SERVICE DURING THE MONTH OF APRIL 2014. OVER 6,500 VOLUNTEERS JOINED FORCES WITH TWO TEN TO CHANGE THE LIVES OF PEOPLE LIVING IN VULNERABILITY. AS A RESULT OF OUR PROGRAM PARTICIPANTS, FOOTWEAR CARES PROVIDED 85 CHARITABLE NONPROFITS IN 22 STATES WITH A TOTAL OF 15,000 VOLUNTEER HOURS. THE MONTH-LONG PROGRAM ALSO PROVIDED TWO TEN WITH A VALUABLE PLATFORM TO INCREASE THE KNOWLEDGE AND AWARENESS OF TWO TEN WITH THE FOOTWEAR COMMUNITY WHILE CREATING POSITIVE CHANGE IN THE LIVES OF THOSE WE COLLECTIVELY HELPED.</p>					

4c	(Code) (Expenses \$	459,082 including grants of \$) (Revenue \$)
<p>INDUSTRY EDUCATION THE TWO TEN FOOTWEAR FOUNDATION IS COMMITTED TO PROVIDING THE HELP AND RESOURCES NEEDED TO CHANGE THE LIVES OF FOOTWEAR PROFESSIONALS AND THEIR FAMILIES. IN FY14, INDUSTRY EDUCATION - OR OUTREACH - WAS INCORPORATED INTO EVERY POSSIBLE ACTIVITY TO MAXIMIZE THE OUTCOMES. EVERY CORPORATE VISIT, INDUSTRY CONFERENCE, INDIVIDUAL HEALTH AND WELLNESS FAIRS AND STRATEGIC PARTNERSHIP WAS UTILIZED TO INCREASE AWARENESS OF THE FOUNDATION'S OFFERINGS WITHIN THE INDUSTRY IT SERVES. TWO TEN ALSO USES A HIGHLY VISIBLE ANNUAL EVENT AND SOCIAL MEDIA TO AID IN BUILDING INCREASE AWARENESS OF, AND SUPPORT FOR THE FOUNDATION. DURING FY14, TWO TEN INCORPORATED OUTREACH INTO 72 CORPORATE VISITS AND FIVE INDUSTRY CONFERENCES BY MAKING PRESENTATIONS TO 3,815 AMERICAN FOOTWEAR WORKERS. THE FOUNDATION ALSO ATTENDED NINE DIFFERENT BENEFIT FAIRS TO CONNECT DIRECTLY WITH FOOTWEAR EMPLOYEES AND PROVIDE THEM FIRST-HAND KNOWLEDGE ABOUT TWO TEN AND HOW THE FOUNDATION HELPS THE INDUSTRY. AND FINALLY, TWO TEN WORKED WITH ITS STRATEGIC PARTNERS TO PRESENT THE FOUNDATION TO A COMBINED 1,836 FOOTWEAR RETAILERS AT THREE LARGE MEMBERSHIP CONFERENCES. THROUGH CAREFUL UTILIZATION OF EXISTING TRAVEL TO MEETINGS, CONFERENCES, FAIRS AND PARTNERSHIP OFFERINGS, TWO TEN WAS ABLE TO INCORPORATE OUTREACH INTO A VARIETY OF ACTIVITIES TO INCREASE AWARENESS OF THE FOUNDATION OF APPROXIMATELY 8,350 MEMBERS OF THE FOOTWEAR COMMUNITY. TWO TEN HOSTED ITS ANNUAL DINNER DURING FY14 ATTENDED BY 1,500 MEMBERS OF THE FOOTWEAR COMMUNITY. TWO TEN USED THE EVENT AS A COMMUNICATIONS PLATFORM TO INCREASE INDUSTRY AWARENESS ABOUT ITS PROGRAMS AND SERVICES, SCHOLARSHIPS, COMMUNITY BUILDING INITIATIVES AND THE COMBINED POSITIVE IMPACT THE FOUNDATION HAS ON THE INDUSTRY THAT IT SERVES. STORIES FROM TWO TEN'S RELIEF RECIPIENTS AND SCHOLARSHIP Awardees were shared in print, video and in person from the podium on stage. INDUSTRY LEADERSHIP TOOK PART IN THE PRESENTATIONS FROM THE STAGE AND ENCOURAGED THE PARTICIPANTS TO ENGAGE FURTHER WITH THE FOUNDATION. THE EVENT WAS A BIG SUCCESS IN THAT WE WERE ABLE TO CONVERT ATTENDEES FROM UNAFFILIATED TO ENGAGED MEMBERS OF THE TWO TEN COMMUNITY BECAUSE SOCIAL MEDIA IS AN EASY WAY TO EDUCATE THE MASSES. TWO TEN DEPLOYED A CONTENT MANAGEMENT STRATEGY PLAN FOR ITS SOCIAL PROPERTIES DURING FY14. A DATABASE OF 100 STORIES WAS CREATED AND PUSHED OUT THROUGH RELEVANT CHANNELS INCLUDING FACEBOOK, TWITTER, INSTAGRAM, LINKEDIN AND THE TWO TEN BLOG. AS A RESULT OF THE STRATEGY, THE FOUNDATION HAS SEEN AN UPTICK TO THE NUMBER OF FOLLOWERS IT HAS ON MULTIPLE DIGITAL PROPERTIES. THIS HAS RESULTED IN AN INCREASE OF SUBSCRIBERS TO TWO TEN'S E-NEWSLETTER DATABASE.</p>					

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

4e	Total program service expenses ►	3,462,582
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Part IV Checklist of Required Schedules

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

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8		No
9		No
10	Yes	
11a	Yes	
11b	Yes	
11c		No
11d		No
11e	Yes	
11f	Yes	
12a	Yes	
12b		No
13		No
14a		No
14b		No
15		No
16		No
17		No
18	Yes	
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29		No
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b		
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	Yes	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?			
	Note. All Form 990 filers are required to complete Schedule O			

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	9	
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	14	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes	
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	Yes	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No	
b If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).	7a	Yes	
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	Yes	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year	7e		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a		
9 Sponsoring organizations maintaining donor advised funds.	9b		
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13b		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	No	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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

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

Section A. Governing Body and Management

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	42		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b Enter the number of voting members included in line 1a, above, who are independent	1b	41		
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?	2		No	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No	
6 Did the organization have members or stockholders?	6		No	
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?	7a		No	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes		
a The governing body?	8b	Yes		
b Each committee with authority to act on behalf of the governing body?	9		No	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O				

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed	<input checked="" type="checkbox"/> MA
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply	
<input type="checkbox"/> Own website	<input type="checkbox"/> Another's website
<input checked="" type="checkbox"/> Upon request	<input type="checkbox"/> Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization	
ELBA MARCILLO 1466 MAIN STREET	
WALTHAM, MA 02452 (781) 736-1500	

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 VI

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, or 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, 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 directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

Page 10 of 10

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

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: 2

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

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)	(B)	(C)
Name and business address	Description of services	Compensation
SEQUENCE EVENT LLC	108 WEST 139TH STREET SUITE 604 NEY YORK NY 10018	EVENT PLANNING
		214,370

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

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c	2,030,421		
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,896,830		
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f		3,927,251		
Program Service Revenue	2a	Business Code			
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f				
	3 Investment income (including dividends, interest, and other similar amounts)		1,041,136		1,041,136
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6a Gross rents	(I) Real	(II) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)					
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other			
b Less cost or other basis and sales expenses	950,000				
c Gain or (loss)	752,238				
d Net gain or (loss)	197,762		197,762	197,762	
8a Gross income from fundraising events (not including \$ 2,030,421 of contributions reported on line 1c) See Part IV, line 18					
b Less direct expenses	a 747,298				
c Net income or (loss) from fundraising events	b 848,256		-100,958	-100,958	
9a Gross income from gaming activities See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities					
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code				
11a MISCELLANEOUS	900099	5,338	5,338		
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		5,338			
12 Total revenue. See Instructions		5,070,529	5,338	0	1,137,940

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22	2,226,455	2,226,455		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	677,516	307,521	206,059	163,936
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	427,064	287,347		139,717
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	26,660	13,172	4,324	9,164
9 Other employee benefits	89,045	51,670	13,445	23,930
10 Payroll taxes	101,106	57,296	17,358	26,452
11 Fees for services (non-employees)				
a Management				
b Legal	12,000		12,000	
c Accounting	37,200		37,200	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	96,929		96,929	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
12 Advertising and promotion	44,151	44,009		142
13 Office expenses	24,863	11,411	10,046	3,406
14 Information technology	58,912	39,050	5,649	14,213
15 Royalties				
16 Occupancy				
17 Travel	67,217	32,628	9,812	24,777
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	127,318		127,318	
23 Insurance	16,328	10,204	2,144	3,980
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a CONSULTING EXPENSE	245,163	195,089	15,622	34,452
b BAD DEBT ALLOWANCE	99,914		99,914	
c PRINTING AND PRODUCTION	89,765	75,894	836	13,035
d BUILDING REPAIRS AND EX	80,543	50,765	10,200	19,578
e All other expenses	153,909	60,071	72,190	21,648
25 Total functional expenses. Add lines 1 through 24e	4,702,058	3,462,582	741,046	498,430
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 SheetCheck if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year	(B) End of year
Assets			
1	Cash—non-interest-bearing	1	
2	Savings and temporary cash investments	225,676	225,943
3	Pledges and grants receivable, net	1,122,540	1,024,083
4	Accounts receivable, net	4	
5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	6	
7	Notes and loans receivable, net	7	
8	Inventories for sale or use	8	
9	Prepaid expenses and deferred charges	270,051	63,304
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	3,909,173
b	Less accumulated depreciation	10b	1,565,317
		2,236,765	10c
11	Investments—publicly traded securities	19,486,552	22,033,438
12	Investments—other securities See Part IV, line 11	11,619,422	13,441,422
13	Investments—program-related See Part IV, line 11	13	
14	Intangible assets	14	
15	Other assets See Part IV, line 11	15	
16	Total assets. Add lines 1 through 15 (must equal line 34)	34,961,006	39,132,046
Liabilities			
17	Accounts payable and accrued expenses	62,267	114,608
18	Grants payable	18	
19	Deferred revenue	315,297	307,493
20	Tax-exempt bond liabilities	20	
21	Escrow or custodial account liability Complete Part IV of Schedule D	21	
22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	
23	Secured mortgages and notes payable to unrelated third parties	23	
24	Unsecured notes and loans payable to unrelated third parties	24	
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	25	101,146
26	Total liabilities. Add lines 17 through 25	483,386	26
Net Assets or Fund Balances			
	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27	Unrestricted net assets	7,609,906	27
28	Temporarily restricted net assets	2,096,202	28
29	Permanently restricted net assets	24,771,512	29
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.		
30	Capital stock or trust principal, or current funds	30	
31	Paid-in or capital surplus, or land, building or equipment fund	31	
32	Retained earnings, endowment, accumulated income, or other funds	32	
33	Total net assets or fund balances	34,477,620	33
34	Total liabilities and net assets/fund balances	34,961,006	34
			39,132,046

Part XI Reconciliation of Net AssetsCheck 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	5,070,529
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,702,058
3	Revenue less expenses Subtract line 2 from line 1	3	368,471
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	34,477,620
5	Net unrealized gains (losses) on investments	5	3,762,708
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	38,608,799

Part XII Financial Statements and ReportingCheck 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? 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	2a	No
2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
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?	3a	No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

Additional Data

Software ID:
Software Version:
EIN: 22-2579809
Name: TWO TEN FOOTWEAR FOUNDATION INC

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Compensated Employees, and Independent Contractors										
(A) Name and Title		(B) Average hours per week (list any hours for related organizations below dotted 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
		Or director	Individual trustee	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former		
DAVID DEPASQUALE	DIRECTOR	1 00	X					0	0	0
THOMAS TARICA	DIRECTOR	1 00	X					0	0	0
GREG TUNNEY	DIRECTOR	1 00	X					0	0	0
JERRY TURNER	DIRECTOR	1 00	X					0	0	0
BEVERLY GOLDBERG	DIRECTOR	1 00	X					0	0	0
PATRIK FRISK	DIRECTOR	1 00	X					0	0	0
RONALD FROMM	DIRECTOR	1 00	X					0	0	0
DAVE GRANGE	DIRECTOR	1 00	X					0	0	0
JIM ISSLER	DIRECTOR	1 00	X					0	0	0
DAVID JAY	DIRECTOR	1 00	X					0	0	0
SCOTT MEDEN	DIRECTOR	1 00	X					0	0	0
RICK PATERNO	DIRECTOR	1 00	X					0	0	0
TOBIAS REISS-SCHMIDT	DIRECTOR	1 00	X					0	0	0
LIZ RODBELL	DIRECTOR	1 00	X					0	0	0
CLIFTON SIFFORD	DIRECTOR	1 00	X					0	0	0
KEVIN WULFF	DIRECTOR	1 00	X					0	0	0
NEAL NEWMAN	PRESIDENT	37 50			X			169,857	0	17,857

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support**

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

2013**Open to Public
Inspection**Department of the
Treasury
Internal Revenue Service

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

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**Name of the organization**

TWO TEN FOOTWEAR FOUNDATION INC

Employer identification number

22-2579809

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
- e a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	2,333,263	2,849,594	5,896,932	3,244,363	3,826,293	18,150,445
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2,333,263	2,849,594	5,896,932	3,244,363	3,826,293	18,150,445
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						18,150,445

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	2,333,263	2,849,594	5,896,932	3,244,363	3,826,293	18,150,445
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	499,100	496,531	584,147	674,925	1,055,344	3,310,047
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	5,379	5,042	4,422	2,845	5,338	23,026
11 Total support (Add lines 7 through 10)						21,483,518
12 Gross receipts from related activities, etc (see instructions)					12	-920,014
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	84 490 %
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	83 980 %
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►✓
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►✓
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►✓
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►✓
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		►✓

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ►						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15
16 Public support percentage from 2012 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2013. 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—2012. 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 Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).**Facts And Circumstances Test**

Return Reference

Explanation

SCHEDULE D
(Form 990)**Supplemental Financial Statements**

OMB No 1545-0047

2013

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions. ► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Open to Public InspectionDepartment of the Treasury
Internal Revenue Service**Name of the organization**

TWO TEN FOOTWEAR FOUNDATION INC

Employer identification number

22-2579809

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes 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? Yes No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Year
2a	
2b	
2c	
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? <input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? <input type="checkbox"/> Yes <input type="checkbox"/> No	
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

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

- | | |
|---|---|
| a <input type="checkbox"/> Public exhibition | d <input type="checkbox"/> Loan or exchange programs |
| b <input type="checkbox"/> Scholarly research | e <input type="checkbox"/> Other |
| c <input type="checkbox"/> Preservation for future generations | |

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	26,867,714	25,713,572	25,566,291	23,461,311	22,788,405
b Contributions	1,244,684	234,664	1,670,564	314,231	114,981
c Net investment earnings, gains, and losses	2,788,645	1,522,252	-786,774	2,581,286	1,303,973
d Grants or scholarships					
e Other expenditures for facilities and programs	-327,227	-602,774	-736,509	-790,537	-746,048
f Administrative expenses					
g End of year balance	30,573,816	26,867,714	25,713,572	25,566,291	23,461,311

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

a Board designated or quasi-endowment ► 3 000 %

b Permanent endowment ► 82 000 %

c Temporarily restricted endowment ► 15 000 %

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

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

(i) unrelated organizations

(ii) related organizations

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

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

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' to 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
1a Land		546,867			546,867
b Buildings		2,886,757	1,331,872		1,554,885
c Leasehold improvements					
d Equipment		475,549	233,445		242,104
e Other					0
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					2,343,856

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' to 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) ALTERNATIVE HEDGE FUND	13,441,422	F
Total (Column (b) must equal Form 990, Part X, col. (B), line 12.)	13,441,422	

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c
See Form 990, Part X, line 13.

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, 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 FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	8,833,237
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	3,762,708
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	3,762,708
3	Subtract line 2e from line 1	3	5,070,529
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	5,070,529

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	4,702,058
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	4,702,058
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	4,702,058

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

Return Reference	Explanation
PART X, LINE 2	GAAP REQUIRES THE EVALUATION OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN THE FOUNDATION'S TAX RETURNS TO DETERMINE WHETHER THE TAX POSITIONS ARE "MORE-LIKELY-THAN-NOT" OF BEING SUSTAINED BY THE APPLICABLE TAX AUTHORITY. TAX POSITIONS NOT DEEMED TO MEET THE MORE-LIKELY-THAN-NOT THRESHOLD, ALONG WITH ACCRUED INTEREST AND PENALTIES THEREON, WOULD BE RECORDED AS AN EXPENSE IN THE CURRENT YEAR FINANCIAL STATEMENTS. THE FOUNDATION HAS EVALUATED THE TAX POSITIONS TAKEN IN ITS PREVIOUSLY FILED RETURNS AND THOSE EXPECTED TO BE TAKEN IN ITS 2013 RETURNS AND BELIEVES THEY ARE MORE-LIKELY-THAN-NOT OF BEING SUSTAINED IF EXAMINED BY FEDERAL OR COMMONWEALTH TAX AUTHORITIES. THE FOUNDATION'S 2010 THROUGH 2012 TAX YEARS REMAIN SUBJECT TO TAX EXAMINATION BY FEDERAL AND COMMONWEALTH TAX AUTHORITIES.

Part XIII Supplemental Information (continued)

Return Reference	Explanation

2013

Open to Public
InspectionSCHEDULE G
(Form 990 or 990-EZ)Supplemental Information Regarding
Fundraising or Gaming Activities

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

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

► Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue ServiceName of the organization
TWO TEN FOOTWEAR FOUNDATION INC

Employer identification number

22-2579809

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

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

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
1		Yes	No			
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total						

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		<u>ANNUAL DINNER</u> (event type)	<u>NEW YORK GOLF OUTING</u> (event type)	<u>3</u> (total number)	
1	Gross receipts . . .	2,300,304	79,225	398,190	2,777,719
2	Less Contributions . . .	1,702,224	60,211	267,986	2,030,421
3	Gross income (line 1 minus line 2) . . .	598,080	19,014	130,204	747,298
4	Cash prizes . . .				
5	Noncash prizes . . .				
6	Rent/facility costs . . .				
7	Food and beverages .				
8	Entertainment . . .				
9	Other direct expenses .	608,415	25,341	214,497	848,253
10	Direct expense summary Add lines 4 through 9 in column (d)				(848,253)
11	Net income summary Subtract line 10 from line 3, column (d)				-100,955

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

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

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► ELBA MARCILLO

Address ► 1466 MAIN STREET
WALTHAM, MA 02451

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

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

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

Name ►

Address ►

16 Gaming manager information

Name ►

Gaming manager compensation ► \$ _____

Description of services provided ►

Director/officer

Employee

Independent contractor

17 Mandatory distributions

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

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

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

Return Reference

Explanation

**Schedule I
(Form 990)**

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

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

► Attach to Form 990

► **Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.**

**Open to Public
Inspection**

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

TWO TEN FOOTWEAR FOUNDATION INC

Employer identification number

22-2579809

Part I General Information on Grants and Assistance

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

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

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

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) RELIEF PAYMENTS	1690	1,494,612		BOOK	
(2) SCHOLARSHIPS	352	731,843		BOOK	

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

Return Reference	Explanation
PART I, LINE 2	RELIEF PAYMENTS - PAID DIRECTLY TO A CLIENT'S CREDITOR, IE MORTGAGE LENDERS, UTILITY COMPANIES, CAR LENDERS, ETC AND ARE APPLIED DIRECTLY TO THE CLIENTS ACCOUNT SCHOLARSHIPS - APPLICATIONS ARE OUTSOURCED TO A CONSULTANT WHO DETERMINES WHICH STUDENTS QUALIFY FOR ASSISTANCE BASED ON THE ORGANIZATIONS ELIGIBILITY REQUIREMENTS. THEY MUST HAVE A DIRECT FAMILY MEMBER WHO HAS WORKED IN THE FOOTWEAR INDUSTRY OR THEY MUST HAVE WORKED THE PROPER AMOUNT OF TIME IN THE FOOTWEAR INDUSTRY. FEDERAL LAW STIPULATES THAT THE AMOUNT OF A STUDENT'S FINANCIAL ASSISTANCE MAY NOT EXCEED THEIR DEMONSTRATED FINANCIAL NEED TO DETERMINE FINANCIAL NEED, WE DEDUCT THE STUDENTS ESTIMATED PARENTAL CONTRIBUTION FROM THE FAFSA STUDENT AID REPORT (WWW FAFSA GOV) AND THEIR SCHOLARSHIPS AND GRANTS FROM THE COST OF ATTENDANCE. ONCE THESE CALCULATIONS ARE COMPLETED THEN WE SCALE THE STUDENTS AWARDS BASED ON THEIR LENGTH OF TIME IN THE INDUSTRY AND HOW SUBSTANTIAL THEIR NEED IS. WE HAVE A SCHOLARSHIP BOARD COMMITTEE WHO REVIEWS THE FINAL INFORMATION AND RELEASES THE AWARDS. MONIES ARE PAID DIRECTLY TO THE SCHOOL THE STUDENT IS ATTENDING EVERY SEMESTER.

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2013Department of the Treasury
Internal Revenue Service

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

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

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Open to Public InspectionName of the organization
TWO TEN FOOTWEAR FOUNDATION INC

Employer identification number

22-2579809

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| <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 (e.g., maid, chauffeur, chef) |

b If any of the boxes in 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, officers, including the CEO/Executive Director, regarding the items checked in line 1a?

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

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

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

- a** Receive a severance payment or change-of-control payment?
- 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 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

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

a The organization?

b Any related organization?

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

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

a The organization?

b Any related organization?

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

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

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

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

	Yes	No
1b		
2		
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) NEAL NEWMAN PRESIDENT	(i) 169,857 (ii) 0	0 0	0 0	0 0	0 0	17,857 0	187,714 0

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

Return Reference	Explanation
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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 to provide any additional information.

► Attach to Form 990 or 990-EZ.

► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**2013****Open to Public
Inspection**Name of the organization
TWO TEN FOOTWEAR FOUNDATION INC**Employer identification number**

22-2579809

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11	
FORM 990, PART VI, SECTION B, LINE 12C	ALL STAFF, DIRECTORS AND OFFICERS ARE REQUIRED TO ANNUALLY DISCLOSE ANY CONFLICTS OF INTEREST. THE TRANSACTIONS AND ACTIVITIES OF THE ORGANIZATION ARE MONITORED ON AN ONGOING BASIS. BY MANAGEMENT, THE BOARD OF DIRECTORS AND BOARD APPOINTED COMMITTEES ANY CONFLICTS THAT ARISE ARE DEALT WITH ACCORDING TO THE ORGANIZATION'S DETAILED CONFLICT OF INTEREST POLICIES
FORM 990, PART VI, SECTION B, LINE 15	THE COMPENSATION OF THE EXECUTIVE DIRECTOR IS SET BY THE ORGANIZATION'S COMPENSATION COMMITTEE BASED UPON COMPARABLE COMPENSATION DATA FOR THE SAME POSITION FOR ORGANIZATIONS OF SIMILAR SIZE WITHIN OUR INDUSTRY. THE DECISION OF THE COMPENSATION COMMITTEE IS REVIEWED BY THE BOARD OF DIRECTORS PRIOR TO BEING FINALIZED. THE COMPENSATION OF ALL OTHER STAFF IS DETERMINED VIA A FORMAL SALARY ADMINISTRATION PROCESS. A JOB DESCRIPTION IS ESTABLISHED FOR EACH POSITION INCLUDING KNOWLEDGE, SKILLS, AND EXPERIENCES REQUIRED TO PERFORM THE JOB. POSITION IS PRICED ACCORDING TO MARKET DATA FOR LIKE POSITIONS AT SIMILAR SIZED ENTITIES. ANNUAL INCREASES ARE BASED ON MERIT MEASURED BY APPROPRIATE INDICATORS OF JOB PERFORMANCE.
FORM 990, PART VI, SECTION C, LINE 19	ALL OF THE ORGANIZATION'S GOVERNING DOCUMENTS, POLICIES AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON DIRECT REQUEST OF THE ORGANIZATION.