

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

Department of the Treasury  
Internal Revenue Service

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

**A For the 2008 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type.  See Specific Instructions.	<b>C Name of organization</b> GIRLS INC. OF INDIANAPOLIS Doing Business As		<b>D Employer identification number</b> 35-1337205
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 3959 N. CENTRAL AVENUE		<b>E Telephone number</b> 317-283-0086
		City or town, state or country, and ZIP + 4 INDIANAPOLIS, IN 46205		<b>G Gross receipts \$</b> 2,432,971.
		<b>F Name and address of principal officer:</b> PATRICIA WACHTEL 3959 N. CENTRAL AVE, INDIANAPOLIS, IN 46205		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c) Group exemption number</b> ▶

**I Tax-exempt status:**  501(c) ( 3 ) (insert no.)  4947(a)(1) or  527

**J Website:** ▶ WWW.GIRLSINCINDY.ORG

**K Type of organization:**  Corporation  Trust  Association  Other ▶ **L Year of formation:** 1973 **M State of legal domicile:** IN

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <b>THE MISSION OF GIRLS INCORPORATED OF INDIANAPOLIS IS TO INSPIRE ALL GIRLS TO BE STRONG,</b>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	21
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	21
	5 Total number of employees (Part V, line 2a)	5	21
	6 Total number of volunteers (estimate if necessary)	6	155
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	892,652.	1,659,111.
	9 Program service revenue (Part VIII, line 2g)	34,571.	28,507.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	11,876.	27,810.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	34,535.	37,771.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	973,634.	1,753,199.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	525,188.	659,037.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 105,084.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	275,367.	301,734.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	800,555.	960,771.	
19 Revenue less expenses. Subtract line 18 from line 12	173,079.	792,428.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year 2,649,418.	End of Year 3,440,208.
	21 Total liabilities (Part X, line 26)	43,602.	401,289.
	22 Net assets or fund balances. Subtract line 21 from line 20	2,605,816.	3,038,919.

**Part II Signature Block**

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

**Sign Here** ▶ Signature of officer \_\_\_\_\_ Date \_\_\_\_\_  
 ▶ **PATRICIA WACHTEL, CHIEF EXECUTIVE OFFICER**  
 Type or print name and title

<b>Paid Preparer's Use Only</b> Preparer's signature ▶ Firm's name (or yours if self-employed), address, and ZIP + 4	Date 05/13/09	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	BLUE & CO., LLC 12800 N MERIDIAN ST, SUITE 400 CARMEL, IN 46032		EIN ▶ _____ Phone no. ▶ 317-848-8920

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION THE MISSION OF GIRLS INCORPORATED OF INDIANAPOLIS IS TO INSPIRE ALL GIRLS TO BE STRONG, SMART, AND BOLD! WE SERVE CENTRAL INDIANA GIRLS AGES 6-18. WE PROVIDE A RANGE OF PROGRAMS, EACH OF WHICH ARE IDENTIFIED WITH ONE OF THE FOLLOWING CATEGORIES, WHICH ALIGN WITH OUR

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

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

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code: ) (Expenses \$ 570,264. including grants of \$ ) (Revenue \$ 560.) WE SERVE GIRLS THROUGH OUTREACH COLLABORATIONS WITH COMMUNITY PARTNERS THAT INCLUDE SCHOOLS, COMMUNITY CENTERS, AND OTHER YOUTH-SERVING ORGANIZATIONS. MOST PROGRAMS CONSIST OF 4 TO 6 ONE-HOUR LONG SESSIONS. DURING STRONG, HEALTHY RELATIONSHIPS PROGRAMS, GIRLS BUILD TOOLS FOR COMMUNICATING WITH OTHERS AND FOR MANAGING ANGER OR HURT FEELINGS. IN SMART COLLEGE AND CAREER PLANNING PROGRAMS, GIRLS EXPLORE NONTRADITIONAL CAREERS, WHILE DEVELOPING CRITICAL SKILLS, SUCH AS BUDGETING AND SAVING, THAT ARE REQUIRED TO PLAN FOR HIGHER EDUCATION AND TO BECOME SELF-SUFFICIENT. DURING BOLD, EMPOWERED GIRLS PROGRAMS, GIRLS ARE EMPOWERED TO RESIST GENDER STEREOTYPES AND NEGATIVE MESSAGES THEY ENCOUNTER IN THE MEDIA, IN ADDITION TO EQUIPPING GIRLS WITH SKILLS TO KEEP THEMSELVES SAFE. IN 2008, WE DELIVERED MORE THAN 65 OUTREACH

4b (Code: ) (Expenses \$ 168,317. including grants of \$ ) (Revenue \$ 27,947.) GIRLS INCORPORATED OF INDIANAPOLIS SUMMER PROGRAM IS DESIGNED TO ADDRESS THE NEEDS OF GIRLS AGES 6-14, DURING WHICH GIRLS ARE DIVIDED INTO THREE AGE GROUPS. OUR SUMMER CAMP CONSISTS OF FOUR 2-WEEK THEMED SESSIONS. ALL PROGRAMS ARE EDUCATIONAL AND INTERACTIVE. DURING STRONG GIRLS, PARTICIPANTS DEVELOP SKILLS FOR BUILDING HEALTHY RELATIONSHIPS WITH THEIR PEERS AND PRACTICING HEALTHY LIFESTYLES. IN SMART GIRLS, GIRLS ENGAGE IN ACTIVITIES THAT INCREASE THEIR FINANCIAL LITERACY WHILE ENCOURAGING THEM TO LEARN ABOUT, CONSIDER, AND PLAN FOR NONTRADITIONAL CAREERS. GIRLS ARE ALSO CHALLENGED TO DEVELOP THEIR OWN DEFINITIONS OF BEAUTY. IN THE BOLD GIRLS SESSION GIRLS EXAMINE IMAGES THAT ARE PRESENTED IN THE MEDIA AND LEARN TO CHALLENGE GENDER STEREOTYPES. DURING INSPIRED GIRLS, GIRLS STUDY A VARIETY OF WORLD CULTURES, LEARN

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

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

4e Total program service expenses \$ 738,581. (Must equal Part IX, Line 25, column (B).)

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? .....	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i> .....		X
5	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i> .....		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i> .....	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> .....	X	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.? .....		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i> .....		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i> .....		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i> .....		X
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i> .....		X
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....	X	
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> .....		X
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....		X
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i> .....		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i> .....		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> .....		X

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

		Yes	No
<b>28</b>	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
<b>a</b>	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b>	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b>	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> .....		X
<b>35</b>	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	<b>1a</b> 4		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	<b>1b</b> 0		
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	<b>2a</b> 21		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
<b>3b</b>			
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>b</b>	If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>c</b>	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>5c</b>			
<b>6a</b>	Did the organization solicit any contributions that were not tax deductible?		X
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>6b</b>			
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>7b</b>			
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
	<b>7d</b>		
<b>e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>7f</b>			
<b>g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7g</b>			
<b>h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
<b>7h</b>			
<b>8</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
<b>8</b>			
<b>9</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966?		X
<b>9a</b>			
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		X
<b>9b</b>			
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Gross income from members or shareholders	<b>11a</b>	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year <b>N/A</b>	<b>12b</b>	

**Part VI Governance, Management, and Disclosure** (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body .....		
<b>1b</b>	Enter the number of voting members that are independent .....		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? .....		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .....		X
<b>4</b>	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? .....		X
<b>5</b>	Did the organization become aware during the year of a material diversion of the organization's assets? .....		X
<b>6</b>	Does the organization have members or stockholders? .....		X
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? .....		X
<b>7b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? .....		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>8a</b>	The governing body? .....	X	
<b>8b</b>	Each committee with authority to act on behalf of the governing body? .....	X	
<b>9a</b>	Does the organization have local chapters, branches, or affiliates? .....		X
<b>9b</b>	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? .....		
<b>10</b>	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990 .....	X	
<b>11</b>	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O .....		X

**Section B. Policies**

		Yes	No
<b>12a</b>	Does the organization have a written conflict of interest policy? If "No," go to line 13 .....	X	
<b>12b</b>	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? .....	X	
<b>12c</b>	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done .....	X	
<b>13</b>	Does the organization have a written whistleblower policy? .....	X	
<b>14</b>	Does the organization have a written document retention and destruction policy? .....	X	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
<b>15a</b>	The organization's CEO, Executive Director, or top management official? .....	X	
<b>15b</b>	Other officers or key employees of the organization? .....	X	
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? .....		X
<b>16b</b>	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? .....		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed ► **IN**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ►  
**HEATHER COURTNEY - 317-283-0086**  
**3959 N. CENTRAL AVENUE, INDIANAPOLIS, IN 46205**

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

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

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

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ALICIA WEEMS BOARD MEMBER	1.00	X					0.	0.	0.	
ALAN ALBRIGHT BOARD MEMBER	1.00	X					0.	0.	0.	
ANNETTE ENGLE BOARD MEMBER	1.00	X					0.	0.	0.	
CATHERINE A. BUYARSKI BOARD MEMBER	1.00	X					0.	0.	0.	
HAROLYN M. WATTS BOARD MEMBER	1.00	X					0.	0.	0.	
JEFFRY S. CARTER BOARD MEMBER	1.00	X					0.	0.	0.	
JILL HAGAN BOARD MEMBER	1.00	X					0.	0.	0.	
KATHY ST. LOUIS BOARD MEMBER	1.00	X					0.	0.	0.	
LISA MCKINNEY GOLDNER BOARD MEMBER	1.00	X					0.	0.	0.	
LISA ORR BOARD MEMBER	1.00	X					0.	0.	0.	
MARNIE MAXWELL BOARD MEMBER	1.00	X					0.	0.	0.	
MICHELE GOODRICH BOARD MEMBER	1.00	X					0.	0.	0.	
NADINE MELIND BOARD MEMBER	1.00	X					0.	0.	0.	
NANCY MCMILLAN BOARD MEMBER	1.00	X					0.	0.	0.	
NIKKI SHOULTZ BOARD MEMBER	1.00	X					0.	0.	0.	
PETER LACY BOARD MEMBER	1.00	X					0.	0.	0.	
SHAUN CLIFFORD BOARD MEMBER	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
STACY WALTON LONG BOARD MEMBER	1.00	X						0.	0.	0.
SHERI WATTS BOARD MEMBER	1.00	X						0.	0.	0.
PATRICIA WACHTEL CHIEF EXECUTIVE OFFICER	55.00				X			89,374.	0.	0.
JOI SMITH VP & CHIEF OPERATING OFF	50.00				X			2,500.	0.	0.
ALISON SCHUMACHER DIRECTOR OF DEVELOPMENT	50.00				X			56,168.	0.	0.
HEATHER COURTNEY CONTROLLER	30.00				X			50,258.	0.	0.
<b>1b Total</b>								198,300.	0.	0.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 0

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

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 0

Part VIII		Statement of Revenue		(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns .....	1a	346,894.				
	b	Membership dues .....	1b					
	c	Fundraising events .....	1c					
	d	Related organizations .....	1d					
	e	Government grants (contributions) .....	1e	19,583.				
	f	All other contributions, gifts, grants, and similar amounts not included above .....	1f	1,292,634.				
	g	Noncash contributions included in lines 1a-1f: \$ .....		362,696.				
	h	<b>Total.</b> Add lines 1a-1f .....		1659111.				
	Program Service Revenue	2 a	<b>CAMP FEES</b>	Business Code	900099	27,947.	27,947.	
		b	<b>SPEAKER FEES</b>	Business Code	900099	560.	560.	
c								
d								
e								
f		All other program service revenue .....						
g		<b>Total.</b> Add lines 2a-2f .....		28,507.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) .....		61,895.			61,895.	
	4	Income from investment of tax-exempt bond proceeds .....						
	5	Royalties .....						
	6 a	Gross Rents .....	(i) Real	(ii) Personal				
		b	Less: rental expenses .....					
		c	Rental income or (loss) .....					
		d	Net rental income or (loss) .....					
	7 a	Gross amount from sales of assets other than inventory .....	(i) Securities	(ii) Other	599761.			
		b	Less: cost or other basis and sales expenses .....		633846.			
		c	Gain or (loss) .....		-34085.			
		d	Net gain or (loss) .....		-34,085.			-34,085.
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	a	83,697.				
		b	Less: direct expenses .....	b	45,926.			
		c	Net income or (loss) from fundraising events .....		37,771.			37,771.
	9 a	Gross income from gaming activities. See Part IV, line 19 .....	a					
b		Less: direct expenses .....	b					
c		Net income or (loss) from gaming activities .....						
10 a	Gross sales of inventory, less returns and allowances .....	a						
	b	Less: cost of goods sold .....	b					
	c	Net income or (loss) from sales of inventory .....						
Miscellaneous Revenue		Business Code						
11 a								
	b							
	c							
	d	All other revenue .....						
	e	<b>Total.</b> Add lines 11a-11d .....						
12	<b>Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e .....			1753199.	28,507.	0.	65,581.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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 U.S. See Part IV, line 21 .....				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 .....				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 .....				
4 Benefits paid to or for members .....				
5 Compensation of current officers, directors, trustees, and key employees .....	198,300.	119,006.	45,744.	33,550.
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 .....	364,705.	323,871.	14,991.	25,843.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) .....				
9 Other employee benefits .....	56,719.	45,536.	3,988.	7,195.
10 Payroll taxes .....	39,313.	30,877.	4,382.	4,054.
11 Fees for services (non-employees):				
a Management .....				
b Legal .....	8,898.		8,898.	
c Accounting .....	12,150.	134.	12,001.	15.
d Lobbying .....				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees .....				
g Other .....	12,493.	10,145.	1,553.	795.
12 Advertising and promotion .....				
13 Office expenses .....				
14 Information technology .....	17,663.	13,929.	1,717.	2,017.
15 Royalties .....				
16 Occupancy .....	47,136.	38,354.	4,622.	4,160.
17 Travel .....	9,385.	8,485.	169.	731.
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 .....	64,034.	50,587.	6,403.	7,044.
23 Insurance .....	12,543.	10,111.	1,280.	1,152.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) .....				
a <b>STAFF TRAINING</b> .....	25,211.	17,111.	3,993.	4,107.
b <b>SUPPLIES</b> .....	21,189.	19,730.	734.	725.
c <b>REPAIRS AND MAINTENANCE</b> .....	15,022.	8,199.	4,313.	2,510.
d <b>PRINTING AND PUBLICATIO</b> .....	10,090.	1,629.	176.	8,285.
e <b>TELEPHONE</b> .....	9,870.	8,259.	779.	832.
f All other expenses .....	36,050.	32,618.	1,363.	2,069.
25 <b>Total functional expenses.</b> Add lines 1 through 24f	960,771.	738,581.	117,106.	105,084.
26 <b>Joint Costs.</b> Check here <input checked="" type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	1	Cash - non-interest-bearing .....	50.	1	50.
	2	Savings and temporary cash investments .....	452,542.	2	348,993.
	3	Pledges and grants receivable, net .....	7,096.	3	258,576.
	4	Accounts receivable, net .....	184,468.	4	
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L .....		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). 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 .....	12,475.	9	17,246.
	10a	Land, buildings, and equipment: cost basis ...	10a 2,462,480.		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D .....	10b 941,063.	10c	1,521,417.
	11	Investments - publicly traded securities .....	1,251,615.	11	938,487.
	12	Investments - other securities. See Part IV, line 11 .....	301,904.	12	355,439.
	13	Investments - program-related. See Part IV, line 11 .....		13	
	14	Intangible assets .....		14	
	15	Other assets. See Part IV, line 11 .....		15	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	2,649,418.	16	3,440,208.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses .....	17,231.	17	76,289.
	18	Grants payable .....		18	
	19	Deferred revenue .....		19	
	20	Tax-exempt bond liabilities .....		20	
	21	Escrow account liability. Complete Part IV of Schedule D .....		21	
	22	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	325,000.
	24	Unsecured notes and loans payable .....		24	
	25	Other liabilities. Complete Part X of Schedule D .....	26,371.	25	0.
	26	<b>Total liabilities.</b> Add lines 17 through 25 .....	43,602.	26	401,289.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>				
	27	Unrestricted net assets .....	2,325,665.	27	2,083,031.
	28	Temporarily restricted net assets .....	280,151.	28	955,888.
	29	Permanently restricted net assets .....		29	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>				
	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	<b>Total net assets or fund balances</b> .....	2,605,816.	33	3,038,919.	
34	<b>Total liabilities and net assets/fund balances</b> .....	2,649,418.	34	3,440,208.	

**Part XI Financial Statements and Reporting**

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? .....		X
b	Were the organization's financial statements audited by an independent accountant? .....	X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? .....	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....		X
b	If "Yes," did the organization undergo the required audit or audits? .....		



**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.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	600,439.	777,424.	671,970.	892,652.	1,659,111.	4,601,596.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 - 3 .....	600,439.	777,424.	671,970.	892,652.	1,659,111.	4,601,596.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						750,307.
<b>6 Public Support.</b> Subtract line 5 from line 4.						3,851,289.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>7</b> Amounts from line 4 .....	600,439.	777,424.	671,970.	892,652.	1,659,111.	4,601,596.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	24,123.	28,877.	37,900.	60,769.	61,895.	213,564.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....	10,574.	7,270.				17,844.
<b>11 Total support.</b> Add lines 7 through 10						4,833,004.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	180,065.
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	79.69 %
<b>15</b> Public support percentage from 2007 Schedule A, Part IV-A, line 26f .....	<b>15</b>	91.62 %
<b>16a 33 1/3% support test - 2008.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input checked="" type="checkbox"/>	
<b>b 33 1/3% support test - 2007.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>17a 10% -facts-and-circumstances test - 2008.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>b 10% -facts-and-circumstances test - 2007.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>	

**Part III Support Schedule for Organizations Described in Section 509(a)(2)** (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge ...						
<b>6 Total.</b> Add lines 1 - 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12.)						

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

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

<b>15</b> Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2007 Schedule A, Part IV-A, line 27g .....	<b>16</b>	%

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

<b>17</b> Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2007 Schedule A, Part IV-A, line 27h .....	<b>18</b>	%

**19a 33 1/3% support tests - 2008.** 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 - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2008**

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

**General Rule**

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

**Special Rules**

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

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

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

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization <b>GIRLS INC. OF INDIANAPOLIS</b>	Employer identification number <b>35-1337205</b>
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JACK L. SPOHN FAMILY  7150 WINTON DR., SUITE 100  INDIANAPOLIS, IN 46268	\$ 245,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	SOFTWARE HOUSE INTERNATIONAL, INC.  33 KNIGHTSBRIDGE RD  SOCIETY HILL, NJ 08854	\$ 48,149.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MICROSOFT  PO BOX 200  YOUNG AMERICA, MN 55553	\$ 54,217.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	NINA MASON PULLIAM CHARITABLE TRUST  135 N PENNSYLVANIA ST # 1200  INDIANAPOLIS, IN 46204	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	RUTH LILLY PHILANTHROPIC FOUNDATION  PO BOX 94651  CLEVELAND, OH 44101	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	INDIANAPOLIS FOUNDATION  615 N ALABAMA ST # 119  INDIANAPOLIS, IN 46204	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

<b>Name of organization</b>  GIRLS INC. OF INDIANAPOLIS	<b>Employer identification number</b>  35-1337205
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	LILLY ENDOWMENT INC. <hr/> 2801 N MERIDIAN ST, PO BOX 88068 <hr/> INDIANAPOLIS, IN 46208 <hr/>	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	UNITED WAY OF CENTRAL INDIANA <hr/> 3901 N MERIDIAN STREET, PO BOX 88409 <hr/> INDIANAPOLIS, IN 46208 <hr/>	\$ 331,652.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>GIRLS INC. OF INDIANAPOLIS</b>	Employer identification number <b>35-1337205</b>
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**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	DIFFERENCE IN \$970,000 VALUE OF 3935 N. MERIDIAN PROPERTY AND THE PURCHASE PRICE \$725,000.	\$ 245,000.	12/30/08
2	SHAREPOINT PORTAL SERVER - EXTERNAL CONNECTOR LICENSE & SOFTWARE, UNLIMITED EXTERNAL USERS.	\$ 48,149.	10/24/08
3	VARIOUS SOFTWARE.	\$ 54,217.	09/01/08
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

**Schedule D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

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

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

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

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

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

Protection of natural habitat       Preservation of certified historic structure

Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 8/17/06 .....	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, violations, and enforcement of the conservation easements it holds? .....  Yes  No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....  Yes  No

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

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

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

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116, 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 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 accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a**  Public exhibition
  - b**  Scholarly research
  - c**  Preservation for future generations
  - d**  Loan or exchange programs
  - e**  Other \_\_\_\_\_
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

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

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

**Part V Endowment Funds.** Complete if 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
<b>1a</b> Beginning of year balance	0.				
<b>b</b> Contributions	129,234.				
<b>c</b> Investment earnings or losses	-353,853.				
<b>d</b> Grants or scholarships					
<b>e</b> Other expenditures for facilities and programs					
<b>f</b> Administrative expenses					
<b>g</b> End of year balance	938,487.				

- 2** Provide the estimated percentage of the year end balance held as:
- a** Board designated or quasi-endowment  100.00 %
  - b** Permanent endowment  .00 %
  - c** Term endowment  .00 %
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |                                    | Yes                                 | No                                  |
|------------------------------------|-------------------------------------|-------------------------------------|
| <b>(i)</b> unrelated organizations | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| <b>(ii)</b> related organizations  | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
- b** If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?  Yes  No
- 4** Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
<b>1a</b> Land		194,000.		194,000.
<b>b</b> Buildings		1,915,125.	804,936.	1,110,189.
<b>c</b> Leasehold improvements		5,231.	3,408.	1,823.
<b>d</b> Equipment		295,540.	132,719.	162,821.
<b>e</b> Other		52,584.		52,584.
<b>Total.</b> Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				1,521,417.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives and other financial products .....		
Closely-held equity interests .....		
Other <b>CERTIFICATES OF DEPOSIT</b>	355,439.	COST
<b>Total.</b> (Col (b) should equal Form 990, Part X, col (B) line 12.) ▶	355,439.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
<b>Total.</b> (Col (b) should equal Form 990, Part X, col (B) line 13.) ▶		

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

(a) Description	(b) Book value
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 15.) ▶	

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

(a) Description of liability	(b) Amount	
Federal income taxes		
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 25.) ▶		

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,753,199.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	960,771.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	792,428.
4	Net unrealized gains (losses) on investments	4	-350,384.
5	Donated services and use of facilities	5	
6	Investment expenses	6	-8,941.
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4-8	9	-359,325.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	433,103.

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

1	Total revenue, gains, and other support per audited financial statements	1	1,393,874.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-350,384.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	-350,384.
3	Subtract line 2e from line 1	3	1,744,258.
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	8,941.
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	8,941.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	1,753,199.

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

1	Total expenses and losses per audited financial statements	1	960,771.
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	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	960,771.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	960,771.

**Part XIV Supplemental Information**

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

**PART V, LINE 4: THE BOARD DIRECTED "QUASI-ENDOWMENT" FUNDS ARE INTENDED FOR USE IN SECURING THE FUTURE OF THE ORGANIZATION.**

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**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. 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))	
		TOUCHSTONE LUNCHEON (event type)	(event type)	NONE (total number)		
Revenue	1	Gross receipts	83,697.		83,697.	
	2	Less: Charitable contributions				
	3	Gross revenue (line 1 minus line 2)	83,697.		83,697.	
Direct Expenses	4	Cash prizes				
	5	Non-cash prizes				
	6	Rent/facility costs				
	7	Other direct expenses	45,926.		45,926.	
	8	Direct expense summary. Add lines 4 through 7 in column (d)				( 45,926.)
	9	Net income summary. Combine lines 3 and 8 in column (d)				37,771.

**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))	
Revenue	1	Gross revenue				
Direct Expenses	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. Combine lines 1 and 7 in column (d)				

	Yes	No
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? _____	9a	
b If "No," Explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? _____	10a	
b If "Yes," Explain: _____		
11 Does the organization operate gaming activities with nonmembers? _____	11	
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? _____	12	

**13** Indicate the percentage of gaming activity operated in:

<b>a</b> The organization's facility .....	<b>13a</b>	%
<b>b</b> An outside facility .....	<b>13b</b>	%

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

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

**15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? .....

**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:

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? .....

**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 ► \$ \_\_\_\_\_

	Yes	No
<b>13a</b>		
<b>13b</b>		
<b>14</b>		
<b>15a</b>		
<b>15b</b>		
<b>16</b>		
<b>17a</b>		
<b>17b</b>		

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

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

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

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

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

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

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

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- 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 must complete lines 5-8.**

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

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



**SCHEDULE M  
(Form 990)**

**NonCash Contributions**

OMB No. 1545-0047

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ To be completed by organizations that answered  
"Yes" on Form 990, Part IV, lines 29 or 30.

▶ Attach to Form 990.

Name of the organization **GIRLS INC. OF INDIANAPOLIS** Employer identification number **35-1337205**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art .....				
2 Art - Historical treasures .....				
3 Art - Fractional interests .....				
4 Books and publications .....				
5 Clothing and household goods .....				
6 Cars and other vehicles .....				
7 Boats and planes .....				
8 Intellectual property .....				
9 Securities - Publicly traded .....				
10 Securities - Closely held stock .....				
11 Securities - Partnership, LLC, or trust interests .....				
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution (historic structures) .....				
14 Qualified conservation contribution (other) ...				
15 Real estate - Residential .....				
16 Real estate - Commercial .....	X	1	245,000.	APPRAISAL - PURCH PRIC
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....				
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ▶ ( <u>SOFTWARE</u> ) .....	X	2	102,366.	MARKET VALUE
26 Other ▶ ( _____ ) .....				
27 Other ▶ ( _____ ) .....				
28 Other ▶ ( _____ ) .....				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgment ..... **29** 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? .....		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? .....	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....		X
b If "Yes," describe in Part II.		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

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

SMART, AND BOLD! WE SERVE CENTRAL INDIANA GIRLS AGES 6-18. WE PROVIDE A RANGE OF PROGRAMS, EACH OF WHICH ARE IDENTIFIED WITH ONE OF THE FOLLOWING CATEGORIES, WHICH ALIGN WITH OUR MISSION: STRONG, HEALTHY RELATIONSHIPS; SMART COLLEGE AND CAREER PLANNING; AND BOLD, EMPOWERED GIRLS. ALL GIRLS INC. PROGRAMS ARE RESEARCH- AND OUTCOME-BASED, IN ADDITION TO BEING GENDER- AND AGE-SPECIFIC.

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

MISSION: STRONG, HEALTHY RELATIONSHIPS; SMART COLLEGE AND CAREER PLANNING; AND BOLD, EMPOWERED GIRLS. ALL GIRLS INC. PROGRAMS ARE RESEARCH AND OUTCOME BASED, IN ADDITION TO BEING GENDER- AND AGE-SPECIFIC.

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

PROGRAMS AND SERVED 1,092 GIRLS.

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

THE BASICS OF A FOREIGN LANGUAGE, AND LEARN ABOUT WOMENS HISTORY AS THEY PREPARE FOR THEIR OWN FUTURES. THROUGHOUT THE ENTIRE CAMP, GIRLS ARE ENCOURAGED TO PREPARE FOR FUTURE EDUCATIONAL AND CAREER SUCCESS.

IN 2008, WE SERVED 59 UNDUPLICATED GIRLS WITH SUMMER CAMP PROGRAMMING.

IN 2008, WE ALSO LAUNCHED CAMP GEMS (GIRLS EMPOWERED THROUGH MATH AND SCIENCE), A TWO-WEEK SPECIALTY CAMP DELIVERED IN COLLABORATION WITH

MARIAN COLLEGE LIFE SCIENCE EDUCATION CENTER (LSEC). CAMP GEMS IS

DESIGNED TO INCREASE GIRLS INTEREST IN SCIENCE, TECHNOLOGY, ENGINEERING

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

AND MATH (STEM) ACTIVITIES AND RELATED CAREER OPPORTUNITIES, IN ADDITION TO BREAKING DOWN THE STEREOTYPES THAT DETER GIRLS FROM BECOMING INVOLVED IN STEM COURSES AND CAREERS. THIS COLLABORATIVE CAMP BLENDS THE SCIENCE AND MATH EXPERTISE OF LSEC WITH GIRLS INCS EXPERIENCE IN EMPOWERING GIRLS AND DELIVERING GENDER EQUITABLE PROGRAMMING. THIS SUMMER PROGRAM ENGAGES GIRLS IN FUN, HANDS-ON SCIENCE AND MATH ACTIVITIES, WHILE INSPIRING CONFIDENCE IN GIRLS ABILITIES TO EXCEL IN THESE FIELDS. IN ADDITION TO INCREASING GIRLS AWARENESS OF STEM FIELDS, CAMP GEMS ENCOURAGES GIRLS TO SET GOALS FOR THEMSELVES AND PREPARE FOR HIGHER EDUCATION AND CHALLENGING CAREERS IN THESE ESSENTIAL FIELDS. IN 2008, 30 GIRLS WERE SERVED THROUGH CAMP GEMS.

FORM 990, PART VI, SECTION A, LINE 10: THE BOARD MEMBERS RECEIVED THE DRAFT VERSION OF THE 990 VIA EMAIL ALONG WITH A DETAILED EXPLANATION OF HOW TO INTERPRET THE 990 AND VARIOUS COMPONENTS OF IT. IF THERE WERE ANY QUESTIONS BY BOARD MEMBERS THEY WERE INVITED TO CORRESPOND WITH THE STAFF VIA TELEPHONE OR EMAIL. DURING THE NEXT BOARD MEETING THE 990 WAS INCLUDED IN THE AGENDA AND VOTED UPON FOR APPROVAL.

FORM 990, PART VI, SECTION B, LINE 12C: GIRLS INCORPORATED BOARD MEMBERS, OFFICERS, AND ALL EMPLOYEES AT THE DIRECTOR LEVEL AND ABOVE ARE REQUIRED ANNUALLY TO REVIEW AND SIGN THE CONFLICT OF INTEREST STATEMENT. WE ALSO DISCUSS THE MEANING AND PURPOSE OF THE CONFLICT OF INTEREST STATEMENT AT THE BOARD MEETING BEFORE BOARD MEMBERS ARE ASKED TO EXECUTE THE DOCUMENT. MONITORING FOR THE EXISTENCE OF CONFLICTS OF INTEREST IS A SHARED

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

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Inspection

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

RESPONSIBILITY OF THE CHIEF EXECUTIVE OFFICER (STAFF) AND THE BOARD

EXECUTIVE COMMITTEE. THE BOARDS ENFORCEMENT PROCESS INCLUDES DISCOURAGING EVEN THE APPEARANCE OF A CONFLICT OF INTEREST. HOWEVER, OUR POLICY ALSO OUTLINES A PROCESS FOR DISCLOSURE OF POTENTIAL CONFLICTS AND IT DESCRIBES HOW AN AFFECTED BOARD MEMBER IS REQUIRED TO BEHAVE WITH RESPECT TO SELF RECUSAL FROM DISCUSSION AND VOTING ON ANY MATTERS RELATED TO A POTENTIAL AREA OF CONFLICT.

FORM 990, PART VI, SECTION B, LINE 15: OUR EXECUTIVE COMMITTEE FUNCTIONS AS A COMPENSATION COMMITTEE IN THE CEOS ANNUAL PERFORMANCE REVIEW. THEY COLLECT INPUT ON THE CEOS PERFORMANCE FROM ALL BOARD MEMBERS AND ALSO FROM THE CEOS DIRECT STAFF REPORTS. ONCE A REVIEW RATING IS DETERMINED, THE EXECUTIVE COMMITTEE DETERMINES THE PAYMENT OF ANY MERIT INCREASE OR BONUS BY LOOKING AT COMPARATIVE SALARY DATA FROM SIMILAR NON-PROFIT ORGANIZATIONS. THIS DATA IS AVAILABLE IN A SALARY STUDY THAT IS PERIODICALLY CONDUCTED BY UNITED WAY OF CENTRAL INDIANA. THE EXECUTIVE COMMITTEE PREPARES A WRITTEN REVIEW OF THE CEOS PERFORMANCE AND A RECOMMENDATION FOR SALARY ADJUSTMENT THAT IS PRESENTED TO THE FULL BOARD FOR A VOTE IN EXECUTIVE SESSION. ONCE THE BOARD HAS APPROVED THE CEOS REVIEW AND COMPENSATION PACKAGE, THE BOARD CHAIR AND ANOTHER MEMBER OF THE EXECUTIVE COMMITTEE MEET WITH THE CEO TO DISCUSS THE BOARDS COMMENTS AND DECISIONS ABOUT COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19: GIRLS INC. PUBLIC WEBSITE

WWW.GIRLSINCINDY.ORG CONTAINS A PAGE IN THE ABOUT US TAB TITLED OUR

ACOUNTABILITY. THIS PAGE CONTAINS THE FOLLOWING DOCUMENTS: 1) STATEMENT

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

OF ETHICAL PRINCIPLES THAT IS A BROADER STATEMENT OF OUR MISSION, PURPOSE, AND DEDICATION TO GOOD STEWARDSHIP. THE STATEMENT REFERS TO OUR CONFLICT OF INTEREST POLICY (SIGNED BY BOARD AND STAFF ANNUALLY). IT ALSO DESCRIBES THE VALUES AND PRINCIPLES OF OUR ORGANIZATION AND ITS LEADERSHIP, AND IT DESCRIBES THE CONSEQUENCES FOR UNETHICAL BEHAVIOR. (2) A LIST OF OUR PROGRAM OUTCOMES FOR GIRLS (3) INFORMATION ABOUT THE FINANCIAL EFFICIENCY OF OUR NEW OPERATING MODEL (4) COPIES OF OUR IRS 990 FORMS FOR THE PAST THREE YEARS (5) OUR DONORS BILL OF RIGHTS, AND (6) OUR ANNUAL FINANCIAL REPORT THAT IS PREPARED FROM OUR AUDITED FINANCIALS. THE FINANCIAL REPORT ALSO CONTAINS LISTS OF OUR BOARD OF DIRECTORS, OUR DONORS, OUR VOLUNTEERS, AND OUR COMMUNITY PARTNERS.

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

For calendar year 2008, or fiscal year beginning \_\_\_\_\_, 2008, and ending \_\_\_\_\_, 20\_\_\_\_

**2008**

Department of the Treasury  
Internal Revenue Service

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

Name of exempt organization

Employer identification number

**GIRLS INC. OF INDIANAPOLIS**

**35-1337205**

Name and title of officer

**PATRICIA WACHTEL  
CHIEF EXECUTIVE OFFICER**

**Part I Type of Return and Return Information** (Whole Dollars Only)

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

<b>1a</b> Form 990 check here ▶ <input checked="" type="checkbox"/>	<b>b</b> Total revenue, if any (Form 990, line 12) .....	<b>1b</b> <u>1753199</u>
<b>2a</b> Form 990-EZ check here ▶ <input type="checkbox"/>	<b>b</b> Total revenue, if any (Form 990-EZ, line 9) .....	<b>2b</b> _____
<b>3a</b> Form 1120-POL check here ▶ <input type="checkbox"/>	<b>b</b> Total tax (Form 1120-POL, line 22) .....	<b>3b</b> _____
<b>4a</b> Form 990-PF check here ▶ <input type="checkbox"/>	<b>b</b> Tax based on investment income (Form 990-PF, Part VI, line 5) .....	<b>4b</b> _____
<b>5a</b> Form 8868 check here ▶ <input type="checkbox"/>	<b>b</b> Balance Due (Form 8868, line 3c) .....	<b>5b</b> _____

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

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2008 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) an indication of any refund offset, (c) the reason for any delay in processing the return or refund, and (d) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

**Officer's PIN: check one box only**

I authorize BLUE & CO., LLC to enter my PIN 37205  
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2008 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2008 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_

**Part III Certification and Authentication**

**ERO's EFIN/PIN.** Enter your six-digit EFIN followed by your five-digit self-selected PIN. 35085335085  
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2008 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ \_\_\_\_\_ Date ▶ 05/13/09

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

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

STATE COPY

GIRLS INC. OF INDIANAPOLIS  
3959 N. CENTRAL AVENUE  
INDIANAPOLIS, IN 46205

INDIANA DEPARTMENT OF REVENUE  
TAX ADMINISTRATION  
P.O. BOX 7147  
INDIANAPOLIS, INDIANA 46207-7147

FORM NP-20

Check if:  Change of Address  
 Amended Report  
 Final Report: Indicate Date Closed \_\_\_\_\_

**Indiana Department of Revenue**  
**Indiana Nonprofit Organization's Annual Report**  
 For the Calendar Year or Fiscal Year  
 Beginning 01/01/2008 and Ending 12/31/2008  
MM/DD/YYYY MM/DD/YYYY

**NP-20**  
 State Form 51062  
 (R2 / 10-07)

Due on the 15th day of the 5th month following the end of the tax year.  
**NO FEE REQUIRED.**

Name of Organization <b>GIRLS INC. OF INDIANAPOLIS</b>		Telephone Number <b>317-283-0086</b>
Address <b>3959 N. CENTRAL AVENUE</b>	County	Indiana Taxpayer Identification Number <b>721583-05</b>
City <b>INDIANAPOLIS, IN</b>	State <b>IN</b>	ZIP Code <b>46205</b>
Federal Identification Number <b>35-1337205</b>		Printed Name of Person to Contact <b>PATRICIA WACHTEL</b>
Contact's Telephone Number <b>317-283-0086</b>		

If you are filing a federal return, attach a completed copy of Form 990, 990EZ, or 990PF.

**Note:** If your organization has unrelated business income of more than \$1,000 as defined under **Section 513** of the Internal Revenue Code, **you must also file Form IT-20NP.**

**Current Information**

1. Have any changes not previously reported to the Department been made in your governing instruments, (e.g.) articles of incorporation, bylaws, or other instruments of similar importance? If yes, attach a detailed description of changes.
2. Indicate number of years your organization has been in continuous existence. 40
3. Attach a schedule, listing the names, titles and addresses of your current officers. **SEE STATEMENT 2**
4. Briefly describe the purpose or mission of your organization below.  
**SEE STATEMENT 1**

**INFO.INDY@GIRLSINCINDY.ORG**

Email Address:

*I declare under the penalties of perjury that I have examined this return, including all attachments, and to the best of my knowledge and belief, it is true, complete, and correct.*

Signature of Officer or Trustee	<b>CHIEF EXECUTIVE OFFICER</b>	Date
	Title	

Name of Person(s) to Contact	Daytime Telephone Number
<b>Important:</b> Please submit this completed form and/or extension to: Indiana Department of Revenue, Tax Administration P.O. Box 7147 Indianapolis, IN 46207-7147 Telephone: (317) 232-2045	

**Extensions of Time to File**

The Department recognizes the Internal Revenue Service application for automatic extension of time to file, Form 8868. **Please forward a copy of your federal extension, identified with your Nonprofit Taxpayer Identification Number (TID), to the Indiana Department of Revenue, Tax Administration by the original due date to prevent cancellation of your sales tax exemption.** Always indicate your Indiana Taxpayer Identification number on your request for an extension of time to file.

Reports post marked within thirty (30) days after the federal extension due date, as requested on Federal Form 8868, will be considered as timely filed. A copy of the federal extension must also be attached to the Indiana report. In the event that a federal extension is not needed, a taxpayer may request in writing an Indiana extension of time to file from the: Indiana Department of Revenue, Tax Administration, P.O. Box 7147, Indianapolis, IN 46207-7147, (317) 232-2045.

If Form NP-20 or extension is not timely filed, the taxpayer will be notified by the Department pursuant to I.C. 6-2.5-5-21(d), to file Form NP-20. If within sixty (60) days after receiving such notice the taxpayer does not file Form NP-20, the taxpayer's exemption from sales tax will be canceled.

THE MISSION OF GIRLS INCORPORATED OF INDIANAPOLIS IS TO INSPIRE ALL GIRLS TO BE STRONG, SMART, AND BOLD! WE SERVE CENTRAL INDIANA GIRLS AGES 6-18. WE PROVIDE A RANGE OF PROGRAMS, EACH OF WHICH ARE IDENTIFIED WITH ONE OF THE FOLLOWING CATEGORIES, WHICH ALIGN WITH OUR MISSION: STRONG, HEALTHY RELATIONSHIPS; SMART COLLEGE AND CAREER PLANNING; AND BOLD, EMPOWERED GIRLS. ALL GIRLS INC. PROGRAMS ARE RESEARCH- AND OUTCOME-BASED, IN ADDITION TO BEING GENDER- AND AGE-SPECIFIC.

NAME AND ADDRESS	TITLE
ALICIA WEEMS 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
ALAN ALBRIGHT 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
ANNETTE ENGLE 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
CATHERINE A. BUYARSKI 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
HAROLYN M. WATTS 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
JEFFRY S. CARTER 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
JILL HAGAN 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
KATHY ST. LOUIS 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
LISA MCKINNEY GOLDNER 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
LISA ORR 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
MARNIE MAXWELL 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
MICHELE GOODRICH 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER

NADINE MELIND 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
NANCY MCMILLAN 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
NIKKI SHOULTZ 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
PETER LACY 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
SHAUN CLIFFORD 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
STACY WALTON LONG 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
SHERI WATTS 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	BOARD MEMBER
PATRICIA WACHTEL 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	CHIEF EXECUTIVE OFFICER
JOI SMITH 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	VP & CHIEF OPERATING OFFICER
ALISON SCHUMACHER 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	DIRECTOR OF DEVELOPMENT
HEATHER COURTNEY 3959 N. CENTRAL AVENUE INDIANAPOLIS, IN 46205	CONTROLLER

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

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

**A For the 2008 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type.  See Specific Instructions.	<b>C Name of organization</b>		<b>D Employer identification number</b>
		GIRLS INC. OF INDIANAPOLIS		35-1337205
		Doing Business As		<b>E Telephone number</b>
		3959 N. CENTRAL AVENUE		317-283-0086
Number and street (or P.O. box if mail is not delivered to street address) Room/suite		<b>G Gross receipts \$</b> 2,432,971.		
City or town, state or country, and ZIP + 4		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
INDIANAPOLIS, IN 46205		<b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>F Name and address of principal officer:</b> PATRICIA WACHTEL		If "No," attach a list. (see instructions)		
3959 N. CENTRAL AVE, INDIANAPOLIS, IN 46205		<b>H(c) Group exemption number</b> ▶		
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c) ( 3 ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
<b>J Website:</b> ▶ WWW.GIRLSINCINDY.ORG				
<b>K Type of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L Year of formation:</b> 1973	
			<b>M State of legal domicile:</b> IN	

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <b>THE MISSION OF GIRLS INCORPORATED OF INDIANAPOLIS IS TO INSPIRE ALL GIRLS TO BE STRONG,</b>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	21
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	21
	5 Total number of employees (Part V, line 2a)	5	21
	6 Total number of volunteers (estimate if necessary)	6	155
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	892,652.	1,659,111.
	9 Program service revenue (Part VIII, line 2g)	34,571.	28,507.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	11,876.	27,810.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	34,535.	37,771.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	973,634.	1,753,199.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	525,188.	659,037.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 105,084.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	275,367.	301,734.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	800,555.	960,771.	
19 Revenue less expenses. Subtract line 18 from line 12	173,079.	792,428.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year 2,649,418.	End of Year 3,440,208.
	21 Total liabilities (Part X, line 26)	43,602.	401,289.
	22 Net assets or fund balances. Subtract line 21 from line 20	2,605,816.	3,038,919.

**Part II Signature Block**

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

**Sign Here** ▶ Signature of officer \_\_\_\_\_ Date \_\_\_\_\_  
 ▶ **PATRICIA WACHTEL, CHIEF EXECUTIVE OFFICER**  
 Type or print name and title

<b>Paid Preparer's Use Only</b>	Preparer's signature ▶	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4	05/13/09		
	BLUE & CO., LLC 12800 N MERIDIAN ST, SUITE 400 CARMEL, IN 46032			
			EIN ▶	
			Phone no. ▶	317-848-8920

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION THE MISSION OF GIRLS INCORPORATED OF INDIANAPOLIS IS TO INSPIRE ALL GIRLS TO BE STRONG, SMART, AND BOLD! WE SERVE CENTRAL INDIANA GIRLS AGES 6-18. WE PROVIDE A RANGE OF PROGRAMS, EACH OF WHICH ARE IDENTIFIED WITH ONE OF THE FOLLOWING CATEGORIES, WHICH ALIGN WITH OUR

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

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

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code: ) (Expenses \$ 570,264. including grants of \$ ) (Revenue \$ 560.) WE SERVE GIRLS THROUGH OUTREACH COLLABORATIONS WITH COMMUNITY PARTNERS THAT INCLUDE SCHOOLS, COMMUNITY CENTERS, AND OTHER YOUTH-SERVING ORGANIZATIONS. MOST PROGRAMS CONSIST OF 4 TO 6 ONE-HOUR LONG SESSIONS. DURING STRONG, HEALTHY RELATIONSHIPS PROGRAMS, GIRLS BUILD TOOLS FOR COMMUNICATING WITH OTHERS AND FOR MANAGING ANGER OR HURT FEELINGS. IN SMART COLLEGE AND CAREER PLANNING PROGRAMS, GIRLS EXPLORE NONTRADITIONAL CAREERS, WHILE DEVELOPING CRITICAL SKILLS, SUCH AS BUDGETING AND SAVING, THAT ARE REQUIRED TO PLAN FOR HIGHER EDUCATION AND TO BECOME SELF-SUFFICIENT. DURING BOLD, EMPOWERED GIRLS PROGRAMS, GIRLS ARE EMPOWERED TO RESIST GENDER STEREOTYPES AND NEGATIVE MESSAGES THEY ENCOUNTER IN THE MEDIA, IN ADDITION TO EQUIPPING GIRLS WITH SKILLS TO KEEP THEMSELVES SAFE. IN 2008, WE DELIVERED MORE THAN 65 OUTREACH

4b (Code: ) (Expenses \$ 168,317. including grants of \$ ) (Revenue \$ 27,947.) GIRLS INCORPORATED OF INDIANAPOLIS SUMMER PROGRAM IS DESIGNED TO ADDRESS THE NEEDS OF GIRLS AGES 6-14, DURING WHICH GIRLS ARE DIVIDED INTO THREE AGE GROUPS. OUR SUMMER CAMP CONSISTS OF FOUR 2-WEEK THEMED SESSIONS. ALL PROGRAMS ARE EDUCATIONAL AND INTERACTIVE. DURING STRONG GIRLS, PARTICIPANTS DEVELOP SKILLS FOR BUILDING HEALTHY RELATIONSHIPS WITH THEIR PEERS AND PRACTICING HEALTHY LIFESTYLES. IN SMART GIRLS, GIRLS ENGAGE IN ACTIVITIES THAT INCREASE THEIR FINANCIAL LITERACY WHILE ENCOURAGING THEM TO LEARN ABOUT, CONSIDER, AND PLAN FOR NONTRADITIONAL CAREERS. GIRLS ARE ALSO CHALLENGED TO DEVELOP THEIR OWN DEFINITIONS OF BEAUTY. IN THE BOLD GIRLS SESSION GIRLS EXAMINE IMAGES THAT ARE PRESENTED IN THE MEDIA AND LEARN TO CHALLENGE GENDER STEREOTYPES. DURING INSPIRED GIRLS, GIRLS STUDY A VARIETY OF WORLD CULTURES, LEARN

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

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

4e Total program service expenses \$ 738,581. (Must equal Part IX, Line 25, column (B).)

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? .....	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i> .....		X
5	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i> .....		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i> .....	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> .....	X	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.? .....		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i> .....		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i> .....		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i> .....		X
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i> .....		X
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....	X	
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> .....		X
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....		X
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i> .....		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i> .....		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> .....		X

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

		Yes	No
<b>28</b>	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
<b>a</b>	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b>	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b>	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> .....		X
<b>35</b>	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X

**Part V** Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	<b>1a</b> 4		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	<b>1b</b> 0		
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	<b>2a</b> 21		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
<b>3b</b>			
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>b</b>	If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>c</b>	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>5c</b>			
<b>6a</b>	Did the organization solicit any contributions that were not tax deductible?		X
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>6b</b>			
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>7b</b>			
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
	<b>7d</b>		
<b>e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>7e</b>			
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>7f</b>			
<b>g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7g</b>			
<b>h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
<b>7h</b>			
<b>8</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
<b>9</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966?		X
<b>9a</b>			
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		X
<b>9b</b>			
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12		
<b>10a</b>			
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
<b>10b</b>			
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Gross income from members or shareholders		
<b>11a</b>			
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
<b>11b</b>			
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year <b>N/A</b>		
<b>12b</b>			

**Part VI Governance, Management, and Disclosure** (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body .....		21
<b>b</b>	Enter the number of voting members that are independent .....		21
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? .....		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .....		X
<b>4</b>	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? .....		X
<b>5</b>	Did the organization become aware during the year of a material diversion of the organization's assets? .....		X
<b>6</b>	Does the organization have members or stockholders? .....		X
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? .....		X
<b>b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? .....		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body? .....	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body? .....	X	
<b>9a</b>	Does the organization have local chapters, branches, or affiliates? .....		X
<b>b</b>	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? .....		
<b>10</b>	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990 .....	X	
<b>11</b>	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O .....		X

**Section B. Policies**

		Yes	No
<b>12a</b>	Does the organization have a written conflict of interest policy? If "No," go to line 13 .....	X	
<b>b</b>	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? .....	X	
<b>c</b>	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done .....	X	
<b>13</b>	Does the organization have a written whistleblower policy? .....	X	
<b>14</b>	Does the organization have a written document retention and destruction policy? .....	X	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
<b>a</b>	The organization's CEO, Executive Director, or top management official? .....	X	
<b>b</b>	Other officers or key employees of the organization? .....	X	
	Describe the process in Schedule O. (see instructions)		
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? .....		X
<b>b</b>	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? .....		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed ► **IN**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ►  
**HEATHER COURTNEY - 317-283-0086**  
**3959 N. CENTRAL AVENUE, INDIANAPOLIS, IN 46205**

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

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

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

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ALICIA WEEMS BOARD MEMBER	1.00	X					0.	0.	0.	
ALAN ALBRIGHT BOARD MEMBER	1.00	X					0.	0.	0.	
ANNETTE ENGLE BOARD MEMBER	1.00	X					0.	0.	0.	
CATHERINE A. BUYARSKI BOARD MEMBER	1.00	X					0.	0.	0.	
HAROLYN M. WATTS BOARD MEMBER	1.00	X					0.	0.	0.	
JEFFRY S. CARTER BOARD MEMBER	1.00	X					0.	0.	0.	
JILL HAGAN BOARD MEMBER	1.00	X					0.	0.	0.	
KATHY ST. LOUIS BOARD MEMBER	1.00	X					0.	0.	0.	
LISA MCKINNEY GOLDNER BOARD MEMBER	1.00	X					0.	0.	0.	
LISA ORR BOARD MEMBER	1.00	X					0.	0.	0.	
MARNIE MAXWELL BOARD MEMBER	1.00	X					0.	0.	0.	
MICHELE GOODRICH BOARD MEMBER	1.00	X					0.	0.	0.	
NADINE MELIND BOARD MEMBER	1.00	X					0.	0.	0.	
NANCY MCMILLAN BOARD MEMBER	1.00	X					0.	0.	0.	
NIKKI SHOULTZ BOARD MEMBER	1.00	X					0.	0.	0.	
PETER LACY BOARD MEMBER	1.00	X					0.	0.	0.	
SHAUN CLIFFORD BOARD MEMBER	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
STACY WALTON LONG BOARD MEMBER	1.00	X					0.	0.	0.	
SHERI WATTS BOARD MEMBER	1.00	X					0.	0.	0.	
PATRICIA WACHTEL CHIEF EXECUTIVE OFFICER	55.00				X		89,374.	0.	0.	
JOI SMITH VP & CHIEF OPERATING OFF	50.00				X		2,500.	0.	0.	
ALISON SCHUMACHER DIRECTOR OF DEVELOPMENT	50.00				X		56,168.	0.	0.	
HEATHER COURTNEY CONTROLLER	30.00				X		50,258.	0.	0.	
<b>1b Total</b>							198,300.	0.	0.	

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 0

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

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 0

Part VIII		Statement of Revenue		(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns .....	1a	346,894.				
	b	Membership dues .....	1b					
	c	Fundraising events .....	1c					
	d	Related organizations .....	1d					
	e	Government grants (contributions) .....	1e	19,583.				
	f	All other contributions, gifts, grants, and similar amounts not included above .....	1f	1,292,634.				
	g	Noncash contributions included in lines 1a-1f: \$ .....		362,696.				
	h	<b>Total.</b> Add lines 1a-1f .....			1659111.			
	Program Service Revenue	2 a	<b>CAMP FEES</b> .....	Business Code	900099	27,947.	27,947.	
		b	<b>SPEAKER FEES</b> .....	900099	560.	560.		
c		.....						
d		.....						
e		.....						
f		All other program service revenue .....						
g		<b>Total.</b> Add lines 2a-2f .....			28,507.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) .....		61,895.			61,895.	
	4	Income from investment of tax-exempt bond proceeds .....						
	5	Royalties .....						
	6 a	Gross Rents .....	(i) Real	(ii) Personal				
			b	Less: rental expenses .....				
			c	Rental income or (loss) .....				
			d	Net rental income or (loss) .....				
	7 a	Gross amount from sales of assets other than inventory .....	(i) Securities	(ii) Other				
			b	Less: cost or other basis and sales expenses .....				
			c	Gain or (loss) .....				
			d	Net gain or (loss) .....			-34,085.	-34,085.
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	a	83,697.				
			b	Less: direct expenses .....				
			c	Net income or (loss) from fundraising events .....			37,771.	37,771.
	9 a	Gross income from gaming activities. See Part IV, line 19 .....	a					
b			Less: direct expenses .....					
c			Net income or (loss) from gaming activities .....					
10 a	Gross sales of inventory, less returns and allowances .....	a						
		b	Less: cost of goods sold .....					
		c	Net income or (loss) from sales of inventory .....					
Miscellaneous Revenue		Business Code						
11 a	.....							
b	.....							
c	.....							
d	All other revenue .....							
e	<b>Total.</b> Add lines 11a-11d .....							
12	<b>Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e .....			1753199.	28,507.	0.	65,581.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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 U.S. See Part IV, line 21 .....				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 .....				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 .....				
4 Benefits paid to or for members .....				
5 Compensation of current officers, directors, trustees, and key employees .....	198,300.	119,006.	45,744.	33,550.
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 .....	364,705.	323,871.	14,991.	25,843.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) .....				
9 Other employee benefits .....	56,719.	45,536.	3,988.	7,195.
10 Payroll taxes .....	39,313.	30,877.	4,382.	4,054.
11 Fees for services (non-employees):				
a Management .....				
b Legal .....	8,898.		8,898.	
c Accounting .....	12,150.	134.	12,001.	15.
d Lobbying .....				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees .....				
g Other .....	12,493.	10,145.	1,553.	795.
12 Advertising and promotion .....				
13 Office expenses .....				
14 Information technology .....	17,663.	13,929.	1,717.	2,017.
15 Royalties .....				
16 Occupancy .....	47,136.	38,354.	4,622.	4,160.
17 Travel .....	9,385.	8,485.	169.	731.
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 .....	64,034.	50,587.	6,403.	7,044.
23 Insurance .....	12,543.	10,111.	1,280.	1,152.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) .....				
a <b>STAFF TRAINING</b> .....	25,211.	17,111.	3,993.	4,107.
b <b>SUPPLIES</b> .....	21,189.	19,730.	734.	725.
c <b>REPAIRS AND MAINTENANCE</b> .....	15,022.	8,199.	4,313.	2,510.
d <b>PRINTING AND PUBLICATIO</b> .....	10,090.	1,629.	176.	8,285.
e <b>TELEPHONE</b> .....	9,870.	8,259.	779.	832.
f All other expenses .....	36,050.	32,618.	1,363.	2,069.
25 <b>Total functional expenses.</b> Add lines 1 through 24f	960,771.	738,581.	117,106.	105,084.
26 <b>Joint Costs.</b> Check here <input checked="" type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	1	Cash - non-interest-bearing .....	50.	1	50.
	2	Savings and temporary cash investments .....	452,542.	2	348,993.
	3	Pledges and grants receivable, net .....	7,096.	3	258,576.
	4	Accounts receivable, net .....	184,468.	4	
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L .....		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). 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 .....	12,475.	9	17,246.
	10a	Land, buildings, and equipment: cost basis ...	10a 2,462,480.		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D .....	10b 941,063.	10c	1,521,417.
	11	Investments - publicly traded securities .....	1,251,615.	11	938,487.
	12	Investments - other securities. See Part IV, line 11 .....	301,904.	12	355,439.
	13	Investments - program-related. See Part IV, line 11 .....		13	
	14	Intangible assets .....		14	
	15	Other assets. See Part IV, line 11 .....		15	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	2,649,418.	16	3,440,208.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses .....	17,231.	17	76,289.
	18	Grants payable .....		18	
	19	Deferred revenue .....		19	
	20	Tax-exempt bond liabilities .....		20	
	21	Escrow account liability. Complete Part IV of Schedule D .....		21	
	22	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	325,000.
	24	Unsecured notes and loans payable .....		24	
	25	Other liabilities. Complete Part X of Schedule D .....	26,371.	25	0.
	26	<b>Total liabilities.</b> Add lines 17 through 25 .....	43,602.	26	401,289.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>				
	27	Unrestricted net assets .....	2,325,665.	27	2,083,031.
	28	Temporarily restricted net assets .....	280,151.	28	955,888.
	29	Permanently restricted net assets .....		29	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>				
	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	<b>Total net assets or fund balances</b> .....	2,605,816.	33	3,038,919.	
34	<b>Total liabilities and net assets/fund balances</b> .....	2,649,418.	34	3,440,208.	

**Part XI Financial Statements and Reporting**

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? .....		X
b	Were the organization's financial statements audited by an independent accountant? .....	X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? .....	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....		X
b	If "Yes," did the organization undergo the required audit or audits? .....		

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

**Public Charity Status and Public Support**

OMB No. 1545-0047

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

Name of the organization **GIRLS INC. OF INDIANAPOLIS** Employer identification number **35-1337205**

**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: (Please check only **one** organization.)

- 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)**. (Attach Schedule H.)
- 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 the Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.  
  - a  Type I
  - b  Type II
  - c  Type III - Functionally integrated
  - d  Type III - Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

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

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

**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.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	600,439.	777,424.	671,970.	892,652.	1,659,111.	4,601,596.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 - 3 .....	600,439.	777,424.	671,970.	892,652.	1,659,111.	4,601,596.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						750,307.
<b>6 Public Support.</b> Subtract line 5 from line 4.						3,851,289.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>7</b> Amounts from line 4 .....	600,439.	777,424.	671,970.	892,652.	1,659,111.	4,601,596.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	24,123.	28,877.	37,900.	60,769.	61,895.	213,564.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....	10,574.	7,270.				17,844.
<b>11 Total support.</b> Add lines 7 through 10						4,833,004.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	180,065.
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	79.69 %
<b>15</b> Public support percentage from 2007 Schedule A, Part IV-A, line 26f .....	<b>15</b>	91.62 %
<b>16a 33 1/3% support test - 2008.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input checked="" type="checkbox"/>	
<b>b 33 1/3% support test - 2007.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>17a 10% -facts-and-circumstances test - 2008.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>b 10% -facts-and-circumstances test - 2007.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>	

**Part III Support Schedule for Organizations Described in Section 509(a)(2)** (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge ...						
<b>6 Total.</b> Add lines 1 - 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12.)						

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

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

<b>15</b> Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2007 Schedule A, Part IV-A, line 27g .....	<b>16</b>	%

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

<b>17</b> Investment income percentage for <b>2008</b> (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from <b>2007</b> Schedule A, Part IV-A, line 27h .....	<b>18</b>	%

**19a 33 1/3% support tests - 2008.** 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 - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2008**

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

**General Rule**

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

**Special Rules**

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

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

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

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization <b>GIRLS INC. OF INDIANAPOLIS</b>	Employer identification number <b>35-1337205</b>
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JACK L. SPOHN FAMILY 7150 WINTON DR., SUITE 100 INDIANAPOLIS, IN 46268	\$ 245,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	SOFTWARE HOUSE INTERNATIONAL, INC. 33 KNIGHTSBRIDGE RD SOCIETY HILL, NJ 08854	\$ 48,149.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MICROSOFT PO BOX 200 YOUNG AMERICA, MN 55553	\$ 54,217.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	NINA MASON PULLIAM CHARITABLE TRUST 135 N PENNSYLVANIA ST # 1200 INDIANAPOLIS, IN 46204	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	RUTH LILLY PHILANTHROPIC FOUNDATION PO BOX 94651 CLEVELAND, OH 44101	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	INDIANAPOLIS FOUNDATION 615 N ALABAMA ST # 119 INDIANAPOLIS, IN 46204	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

<b>Name of organization</b>  GIRLS INC. OF INDIANAPOLIS	<b>Employer identification number</b>  35-1337205
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	LILLY ENDOWMENT INC. <hr/> 2801 N MERIDIAN ST, PO BOX 88068 <hr/> INDIANAPOLIS, IN 46208 <hr/>	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	UNITED WAY OF CENTRAL INDIANA <hr/> 3901 N MERIDIAN STREET, PO BOX 88409 <hr/> INDIANAPOLIS, IN 46208 <hr/>	\$ 331,652.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>GIRLS INC. OF INDIANAPOLIS</b>	Employer identification number <b>35-1337205</b>
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**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	DIFFERENCE IN \$970,000 VALUE OF 3935 N. MERIDIAN PROPERTY AND THE PURCHASE PRICE \$725,000.	\$ 245,000.	12/30/08
2	SHAREPOINT PORTAL SERVER - EXTERNAL CONNECTOR LICENSE & SOFTWARE, UNLIMITED EXTERNAL USERS.	\$ 48,149.	10/24/08
3	VARIOUS SOFTWARE.	\$ 54,217.	09/01/08
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

**Schedule D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

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

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

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

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

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

Protection of natural habitat       Preservation of certified historic structure

Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 8/17/06 .....	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, violations, and enforcement of the conservation easements it holds? .....  Yes  No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....  Yes  No

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

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

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

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116, 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 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 accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a**  Public exhibition
  - b**  Scholarly research
  - c**  Preservation for future generations
  - d**  Loan or exchange programs
  - e**  Other \_\_\_\_\_
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

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

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

**Part V Endowment Funds.** Complete if 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
<b>1a</b> Beginning of year balance .....	0.				
<b>b</b> Contributions .....	129,234.				
<b>c</b> Investment earnings or losses .....	-353,853.				
<b>d</b> Grants or scholarships .....					
<b>e</b> Other expenditures for facilities and programs .....					
<b>f</b> Administrative expenses .....					
<b>g</b> End of year balance .....	938,487.				

- 2** Provide the estimated percentage of the year end balance held as:
- a** Board designated or quasi-endowment ▶ 100.00 %
  - b** Permanent endowment ▶ .00 %
  - c** Term endowment ▶ .00 %
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |  | Yes            | No              |
|--|----------------|-----------------|
| <b>(i)</b> unrelated organizations .....   | <b>3a(i)</b> X |                 |
| <b>(ii)</b> related organizations .....  |                | <b>3a(ii)</b> X |
| <b>b</b> If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ..... |                | <b>3b</b>       |
- 4** Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
<b>1a</b> Land .....		194,000.		194,000.
<b>b</b> Buildings .....		1,915,125.	804,936.	1,110,189.
<b>c</b> Leasehold improvements .....		5,231.	3,408.	1,823.
<b>d</b> Equipment .....		295,540.	132,719.	162,821.
<b>e</b> Other .....		52,584.		52,584.
<b>Total.</b> Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).) .....				1,521,417.



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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,753,199.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	960,771.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	792,428.
4	Net unrealized gains (losses) on investments	4	-350,384.
5	Donated services and use of facilities	5	
6	Investment expenses	6	-8,941.
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4-8	9	-359,325.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	433,103.

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

1	Total revenue, gains, and other support per audited financial statements	1	1,393,874.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-350,384.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	-350,384.
3	Subtract line 2e from line 1	3	1,744,258.
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	8,941.
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	8,941.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	1,753,199.

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

1	Total expenses and losses per audited financial statements	1	960,771.
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	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	960,771.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	960,771.

**Part XIV Supplemental Information**

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

**PART V, LINE 4: THE BOARD DIRECTED "QUASI-ENDOWMENT" FUNDS ARE**

**INTENDED FOR USE IN SECURING THE FUTURE OF THE ORGANIZATION.**



**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. 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))	
		TOUCHSTONE LUNCHEON (event type)	(event type)	NONE (total number)		
Revenue	1	Gross receipts	83,697.		83,697.	
	2	Less: Charitable contributions				
	3	Gross revenue (line 1 minus line 2)	83,697.		83,697.	
Direct Expenses	4	Cash prizes				
	5	Non-cash prizes				
	6	Rent/facility costs				
	7	Other direct expenses	45,926.		45,926.	
	8	Direct expense summary. Add lines 4 through 7 in column (d)				( 45,926.)
	9	Net income summary. Combine lines 3 and 8 in column (d)				37,771.

**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))	
Revenue	1	Gross revenue				
Direct Expenses	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. Combine lines 1 and 7 in column (d)				

	Yes	No
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? _____	9a	
b If "No," Explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? _____	10a	
b If "Yes," Explain: _____		
11 Does the organization operate gaming activities with nonmembers? _____	11	
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? _____	12	

**13** Indicate the percentage of gaming activity operated in:

<b>a</b> The organization's facility .....	<b>13a</b>	%
<b>b</b> An outside facility .....	<b>13b</b>	%

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

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

**15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? .....

**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:

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? .....

**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 ► \$ \_\_\_\_\_

	Yes	No
<b>13a</b>		
<b>13b</b>		
<b>14</b>		
<b>15a</b>		
<b>15b</b>		
<b>16</b>		
<b>17a</b>		
<b>17b</b>		

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

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

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

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

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

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

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

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- 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 must complete lines 5-8.**

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

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



**SCHEDULE M  
(Form 990)**

**NonCash Contributions**

OMB No. 1545-0047

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ To be completed by organizations that answered  
"Yes" on Form 990, Part IV, lines 29 or 30.

▶ Attach to Form 990.

Name of the organization **GIRLS INC. OF INDIANAPOLIS** Employer identification number **35-1337205**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art .....				
2 Art - Historical treasures .....				
3 Art - Fractional interests .....				
4 Books and publications .....				
5 Clothing and household goods .....				
6 Cars and other vehicles .....				
7 Boats and planes .....				
8 Intellectual property .....				
9 Securities - Publicly traded .....				
10 Securities - Closely held stock .....				
11 Securities - Partnership, LLC, or trust interests .....				
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution (historic structures) .....				
14 Qualified conservation contribution (other) ...				
15 Real estate - Residential .....				
16 Real estate - Commercial .....	X	1	245,000.	APPRAISAL - PURCH PRIC
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....				
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ▶ ( <u>SOFTWARE</u> ) .....	X	2	102,366.	MARKET VALUE
26 Other ▶ ( _____ ) .....				
27 Other ▶ ( _____ ) .....				
28 Other ▶ ( _____ ) .....				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgment ..... **29** **0**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? .....		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? .....	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....		X
b If "Yes," describe in Part II.		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

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

SMART, AND BOLD! WE SERVE CENTRAL INDIANA GIRLS AGES 6-18. WE PROVIDE A RANGE OF PROGRAMS, EACH OF WHICH ARE IDENTIFIED WITH ONE OF THE FOLLOWING CATEGORIES, WHICH ALIGN WITH OUR MISSION: STRONG, HEALTHY RELATIONSHIPS; SMART COLLEGE AND CAREER PLANNING; AND BOLD, EMPOWERED GIRLS. ALL GIRLS INC. PROGRAMS ARE RESEARCH- AND OUTCOME-BASED, IN ADDITION TO BEING GENDER- AND AGE-SPECIFIC.

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

MISSION: STRONG, HEALTHY RELATIONSHIPS; SMART COLLEGE AND CAREER PLANNING; AND BOLD, EMPOWERED GIRLS. ALL GIRLS INC. PROGRAMS ARE RESEARCH AND OUTCOME BASED, IN ADDITION TO BEING GENDER- AND AGE-SPECIFIC.

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

PROGRAMS AND SERVED 1,092 GIRLS.

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

THE BASICS OF A FOREIGN LANGUAGE, AND LEARN ABOUT WOMENS HISTORY AS THEY PREPARE FOR THEIR OWN FUTURES. THROUGHOUT THE ENTIRE CAMP, GIRLS ARE ENCOURAGED TO PREPARE FOR FUTURE EDUCATIONAL AND CAREER SUCCESS.

IN 2008, WE SERVED 59 UNDUPLICATED GIRLS WITH SUMMER CAMP PROGRAMMING.

IN 2008, WE ALSO LAUNCHED CAMP GEMS (GIRLS EMPOWERED THROUGH MATH AND SCIENCE), A TWO-WEEK SPECIALTY CAMP DELIVERED IN COLLABORATION WITH

MARIAN COLLEGE LIFE SCIENCE EDUCATION CENTER (LSEC). CAMP GEMS IS

DESIGNED TO INCREASE GIRLS INTEREST IN SCIENCE, TECHNOLOGY, ENGINEERING

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

AND MATH (STEM) ACTIVITIES AND RELATED CAREER OPPORTUNITIES, IN ADDITION TO BREAKING DOWN THE STEREOTYPES THAT DETER GIRLS FROM BECOMING INVOLVED IN STEM COURSES AND CAREERS. THIS COLLABORATIVE CAMP BLENDS THE SCIENCE AND MATH EXPERTISE OF LSEC WITH GIRLS INCS EXPERIENCE IN EMPOWERING GIRLS AND DELIVERING GENDER EQUITABLE PROGRAMMING. THIS SUMMER PROGRAM ENGAGES GIRLS IN FUN, HANDS-ON SCIENCE AND MATH ACTIVITIES, WHILE INSPIRING CONFIDENCE IN GIRLS ABILITIES TO EXCEL IN THESE FIELDS. IN ADDITION TO INCREASING GIRLS AWARENESS OF STEM FIELDS, CAMP GEMS ENCOURAGES GIRLS TO SET GOALS FOR THEMSELVES AND PREPARE FOR HIGHER EDUCATION AND CHALLENGING CAREERS IN THESE ESSENTIAL FIELDS. IN 2008, 30 GIRLS WERE SERVED THROUGH CAMP GEMS.

FORM 990, PART VI, SECTION A, LINE 10: THE BOARD MEMBERS RECEIVED THE DRAFT VERSION OF THE 990 VIA EMAIL ALONG WITH A DETAILED EXPLANATION OF HOW TO INTERPRET THE 990 AND VARIOUS COMPONENTS OF IT. IF THERE WERE ANY QUESTIONS BY BOARD MEMBERS THEY WERE INVITED TO CORRESPOND WITH THE STAFF VIA TELEPHONE OR EMAIL. DURING THE NEXT BOARD MEETING THE 990 WAS INCLUDED IN THE AGENDA AND VOTED UPON FOR APPROVAL.

FORM 990, PART VI, SECTION B, LINE 12C: GIRLS INCORPORATED BOARD MEMBERS, OFFICERS, AND ALL EMPLOYEES AT THE DIRECTOR LEVEL AND ABOVE ARE REQUIRED ANNUALLY TO REVIEW AND SIGN THE CONFLICT OF INTEREST STATEMENT. WE ALSO DISCUSS THE MEANING AND PURPOSE OF THE CONFLICT OF INTEREST STATEMENT AT THE BOARD MEETING BEFORE BOARD MEMBERS ARE ASKED TO EXECUTE THE DOCUMENT. MONITORING FOR THE EXISTENCE OF CONFLICTS OF INTEREST IS A SHARED

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

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Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

RESPONSIBILITY OF THE CHIEF EXECUTIVE OFFICER (STAFF) AND THE BOARD EXECUTIVE COMMITTEE. THE BOARDS ENFORCEMENT PROCESS INCLUDES DISCOURAGING EVEN THE APPEARANCE OF A CONFLICT OF INTEREST. HOWEVER, OUR POLICY ALSO OUTLINES A PROCESS FOR DISCLOSURE OF POTENTIAL CONFLICTS AND IT DESCRIBES HOW AN AFFECTED BOARD MEMBER IS REQUIRED TO BEHAVE WITH RESPECT TO SELF RECUSAL FROM DISCUSSION AND VOTING ON ANY MATTERS RELATED TO A POTENTIAL AREA OF CONFLICT.

FORM 990, PART VI, SECTION B, LINE 15: OUR EXECUTIVE COMMITTEE FUNCTIONS AS A COMPENSATION COMMITTEE IN THE CEOS ANNUAL PERFORMANCE REVIEW. THEY COLLECT INPUT ON THE CEOS PERFORMANCE FROM ALL BOARD MEMBERS AND ALSO FROM THE CEOS DIRECT STAFF REPORTS. ONCE A REVIEW RATING IS DETERMINED, THE EXECUTIVE COMMITTEE DETERMINES THE PAYMENT OF ANY MERIT INCREASE OR BONUS BY LOOKING AT COMPARATIVE SALARY DATA FROM SIMILAR NON-PROFIT ORGANIZATIONS. THIS DATA IS AVAILABLE IN A SALARY STUDY THAT IS PERIODICALLY CONDUCTED BY UNITED WAY OF CENTRAL INDIANA. THE EXECUTIVE COMMITTEE PREPARES A WRITTEN REVIEW OF THE CEOS PERFORMANCE AND A RECOMMENDATION FOR SALARY ADJUSTMENT THAT IS PRESENTED TO THE FULL BOARD FOR A VOTE IN EXECUTIVE SESSION. ONCE THE BOARD HAS APPROVED THE CEOS REVIEW AND COMPENSATION PACKAGE, THE BOARD CHAIR AND ANOTHER MEMBER OF THE EXECUTIVE COMMITTEE MEET WITH THE CEO TO DISCUSS THE BOARDS COMMENTS AND DECISIONS ABOUT COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19: GIRLS INC. PUBLIC WEBSITE WWW.GIRLSINCINDY.ORG CONTAINS A PAGE IN THE ABOUT US TAB TITLED OUR ACOUNTABILITY. THIS PAGE CONTAINS THE FOLLOWING DOCUMENTS: 1) STATEMENT

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization

GIRLS INC. OF INDIANAPOLIS

Employer identification number

35-1337205

OF ETHICAL PRINCIPLES THAT IS A BROADER STATEMENT OF OUR MISSION, PURPOSE, AND DEDICATION TO GOOD STEWARDSHIP. THE STATEMENT REFERS TO OUR CONFLICT OF INTEREST POLICY (SIGNED BY BOARD AND STAFF ANNUALLY). IT ALSO DESCRIBES THE VALUES AND PRINCIPLES OF OUR ORGANIZATION AND ITS LEADERSHIP, AND IT DESCRIBES THE CONSEQUENCES FOR UNETHICAL BEHAVIOR. (2) A LIST OF OUR PROGRAM OUTCOMES FOR GIRLS (3) INFORMATION ABOUT THE FINANCIAL EFFICIENCY OF OUR NEW OPERATING MODEL (4) COPIES OF OUR IRS 990 FORMS FOR THE PAST THREE YEARS (5) OUR DONORS BILL OF RIGHTS, AND (6) OUR ANNUAL FINANCIAL REPORT THAT IS PREPARED FROM OUR AUDITED FINANCIALS. THE FINANCIAL REPORT ALSO CONTAINS LISTS OF OUR BOARD OF DIRECTORS, OUR DONORS, OUR VOLUNTEERS, AND OUR COMMUNITY PARTNERS.