

Form **990**

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

OMB No. 1545-0047

2018

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2018 calendar year, or tax year beginning **APR 1, 2018** and ending **MAR 31, 2019**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization GIRLS INCORPORATED		D Employer identification number 13-1915124
	Doing business as		E Telephone number 212-509-2000
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	120 WALL STREET		G Gross receipts \$ 32,458,754.
	City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10005		
F Name and address of principal officer: STEPHANIE HULL SAME AS C ABOVE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶	
J Website: ▶ WWW.GIRLSINC.ORG		K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	
		L Year of formation: 1945	M State of legal domicile: MA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: GIRLS INC. INSPIRES ALL GIRLS TO BE STRONG, SMART, AND BOLD THROUGH DIRECT SERVICE AND ADVOCACY.
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3 Number of voting members of the governing body (Part VI, line 1a) 3 24
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 23
	5 Total number of individuals employed in calendar year 2018 (Part V, line 2a) 5 58
	6 Total number of volunteers (estimate if necessary) 6 25
	7 a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0. b Net unrelated business taxable income from Form 990-T, line 38 7b 0.
Revenue	8 Contributions and grants (Part VIII, line 1h) 10,619,349. 14,303,575.
	9 Program service revenue (Part VIII, line 2g) 711,072. 747,437.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 874,129. 970,250.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) -59,439. -80,234.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 12,145,111. 15,941,028.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 6,526,604. 8,853,069.
	14 Benefits paid to or for members (Part IX, column (A), line 4) 0. 0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 5,628,858. 6,147,624.
	16a Professional fundraising fees (Part IX, column (A), line 11e) 0. 0. b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,662,720.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 2,997,929. 3,103,056.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 15,153,391. 18,103,749.
19 Revenue less expenses. Subtract line 18 from line 12 -3,008,280. -2,162,721.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 40,642,490. 39,314,171.
	21 Total liabilities (Part X, line 26) 4,158,732. 4,186,735.
	22 Net assets or fund balances. Subtract line 21 from line 20 36,483,758. 35,127,436.

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	
	STEPHANIE HULL, PRESIDENT/CEO Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name CASSE TATE	Preparer's signature CASSE TATE	Date 09/12/19	Check <input type="checkbox"/> if self-employed PTIN P01271193
	Firm's name ▶ KSM BUSINESS SERVICES, INC.		Firm's EIN ▶ 35-2123203	
Firm's address ▶ P.O. BOX 40857 INDIANAPOLIS, IN 46240-0857		Phone no. (317) 580-2000		

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

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions. GIRLS INCORPORATED	Employer identification number (EIN) or 13-1915124
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 120 WALL STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10005	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 | 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

REBECCA CARROLL

- The books are in the care of ▶ **441 WEST MICHIGAN STREET - INDIANAPOLIS, IN 46202**
Telephone No. ▶ **317-634-7546** Fax No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **FEBRUARY 15, 2020**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **APR 1, 2018**, and ending **MAR 31, 2019**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: GIRLS INC. INSPIRES ALL GIRLS TO BE STRONG, SMART, AND BOLD THROUGH DIRECT SERVICE AND ADVOCACY. OUR PROGRAMMING IS DELIVERED TO 132,000 GIRLS IN PARTNERSHIP WITH SCHOOLS AND AT OUR CENTERS ACROSS 80 AFFILIATES.

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

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

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

4a (Code:) (Expenses \$ 9,047,848. including grants of \$ 6,838,595.) (Revenue \$) AFFILIATE SERVICES AND GROWTH: GIRLS INC. INSPIRES ALL GIRLS TO BE STRONG, SMART, AND BOLD. OUR COMPREHENSIVE APPROACH TO WHOLE GIRL DEVELOPMENT EQUIPS GIRLS TO NAVIGATE GENDER, ECONOMIC, AND SOCIAL BARRIERS. GIRLS, INC. IS A NATIONAL ORGANIZATION WITH A NETWORK OF 80 AFFILIATES SERVING GIRLS AGES SIX THROUGH EIGHTEEN. SEVENTY-FOUR PERCENT OF THE GIRLS SERVED BY GIRLS, INC. IDENTIFY AS GIRLS OF COLOR, INCLUDING 41% WHO IDENTIFY AS AFRICAN AMERICAN/BLACK, 24% AS LATINA/HISPANIC (OF ANY RACE), AND 9% AS MULTIRACIAL. SIXTY-ONE PERCENT OF THE GIRLS LIVE IN FAMILIES EARNING \$30,000 OR LESS A YEAR. ONE IN TWELVE LIVES IN A HOUSEHOLD WITH AN ANNUAL INCOME OF \$10,000 OR LESS.

4b (Code:) (Expenses \$ 5,035,779. including grants of \$ 1,692,287.) (Revenue \$) PROGRAM, RESEARCH AND TRAINING: THROUGH PROGRAMMING, RESEARCH, AND TRAINING, GIRLS INC. ENSURES THAT AFFILIATES ACROSS THE NATION CAN DELIVER THE GIRLS INC. EXPERIENCE, WHICH CONSISTS OF PEOPLE, AN ENVIRONMENT, AND PROGRAMMING THAT, TOGETHER, EMPOWERS GIRLS TO SUCCEED. TRAINED STAFF AND VOLUNTEERS BUILD LASTING, MENTORING RELATIONSHIPS IN GIRLS ONLY SPACES THAT ARE PHYSICALLY AND EMOTIONALLY SAFE AND WHERE GIRLS FIND A SISTERHOOD OF SUPPORT WITH SHARED DRIVE, MUTUAL RESPECT, AND HIGH EXPECTATIONS. HANDS-ON, RESEARCH-BASED PROGRAMS PROVIDE GIRLS WITH THE SKILLS AND KNOWLEDGE TO SET GOALS, OVERCOME OBSTACLES, AND IMPROVE ACADEMIC PERFORMANCE. GIRLS INC. TEACHES HEALTHY LIVING SO GIRLS ARE ABLE TO MAKE INFORMED DECISIONS, RESIST PEER PRESSURE, AVOID RISKY BEHAVIORS, AND TAKE CHARGE OF THEIR HEALTH; PROVIDES ACADEMIC

4c (Code:) (Expenses \$ 1,909,599. including grants of \$ 322,187.) (Revenue \$) PUBLIC EDUCATION AND ADVOCACY: INFORMED BY GIRLS AND THEIR FAMILIES, GIRLS INC. ALSO ADVOCATES FOR LEGISLATION AND POLICIES THAT INCREASE OPPORTUNITIES FOR ALL GIRLS AND TACKLES THE SYSTEMATIC BARRIERS THAT AFFECT THE CONDITIONS IN WHICH THEY ARE GROWING UP.

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

4e Total program service expenses 15,993,226.

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

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

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 2a through 16 regarding employee counts, tax filings, and organizational compliance.

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	24	
1b	Enter the number of voting members included in line 1a, above, who are independent	23	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	a The governing body?	X	
8b	b Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **AL, AK, AR, CA, CO, CT, FL, GA, IL, IN, KS, KY**
- 18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records **▶**
REBECCA CARROLL - 317-634-7546
441 WEST MICHIGAN STREET, INDIANAPOLIS, IN 46202

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MELANIE GRAY BOARD CHAIR	1.00	X		X				0.	0.	0.
(2) JULIE OVERBECK SECRETARY	1.00	X		X				0.	0.	0.
(3) TONY BUCCI VICE CHAIR	1.00	X		X				0.	0.	0.
(4) SUSAN CHAPMAN-HUGHES TREASURER	1.00	X		X				0.	0.	0.
(5) PEIGE KATZ DIRECTOR	1.00	X						0.	0.	0.
(6) REGINA MONTOYA DIRECTOR	1.00	X						0.	0.	0.
(7) SUZANNE PARKER DIRECTOR	1.00	X						0.	0.	0.
(8) KRISTIN A. PACE DIRECTOR	1.00	X						0.	0.	0.
(9) KIM SHARAN DIRECTOR	1.00	X						0.	0.	0.
(10) TAJ CLAYTON DIRECTOR	1.00	X						0.	0.	0.
(11) AMY DILLON DIRECTOR	1.00	X						0.	0.	0.
(12) AMY ADAMS DIRECTOR	1.00	X						0.	0.	0.
(13) CATE LUZIO DIRECTOR	1.00	X						0.	0.	0.
(14) MICHAEL BROWN DIRECTOR	1.00	X						0.	0.	0.
(15) SUE NAPPER DIRECTOR	1.00	X						0.	0.	0.
(16) LISA MOORE DIRECTOR	1.00	X						0.	0.	0.
(17) ALISON PAUL DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DANA SULLIVAN DIRECTOR	1.00	X						0.	0.	0.
(19) SONYA ULIBARRI DIRECTOR	1.00	X						0.	0.	0.
(20) SUSAN GAMBARELLA DIRECTOR	1.00	X						0.	0.	0.
(21) DEBORAH RUBIN DIRECTOR	1.00	X						0.	0.	0.
(22) NANAR YOSELOFF DIRECTOR	1.00	X						0.	0.	0.
(23) JULIE GREINER WEISER DIRECTOR	1.00	X						0.	0.	0.
(24) JUDITH VREDENBURGH PRESIDENT & CEO	35.00	X		X				359,768.	0.	14,190.
(25) REBECCA CARROLL DIRECTOR OF FINANCE/CFO	35.00			X				84,814.	0.	8,508.
(26) PATRICIA DRISCOLL CHIEF OPERATING OFFICER	35.00			X				210,240.	0.	12,182.
1b Sub-total								654,822.	0.	34,880.
c Total from continuation sheets to Part VII, Section A								728,108.	0.	74,561.
d Total (add lines 1b and 1c)								1,382,930.	0.	109,441.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **16**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	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	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	X

Section B. Independent Contractors

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

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

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

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (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			
(27) LYNN HEPBURN CHIEF DEVELOPMENT OFFICER	35.00					X		158,995.	0.	17,344.
(28) VERONICA VELA DIRECTOR OF MARKETING & CO	35.00					X		142,220.	0.	12,046.
(29) LARA KAUFMANN DIRECTOR OF PUBLIC POLICY	35.00					X		146,352.	0.	7,718.
(30) CHARLENE JACKSON DIRECTOR OF AFFILIATE SERV	35.00					X		157,774.	0.	17,270.
(31) ROB REDDY DIRECTOR OF STRATEGIC INVE	35.00					X		122,767.	0.	20,183.
Total to Part VII, Section A, line 1c								728,108.		74,561.

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	1,339,240.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	1,072,602.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	11,891,733.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		14,303,575.				
	Program Service Revenue	2 a MEMBERSHIP DUES	Business Code 900099	586,818.	586,818.		
b PROGRAM REVENUE		900099	160,619.	160,619.			
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			747,437.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		900,928.			900,928.	
	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		16,204,947.			
		c Gain or (loss)		69,322.			
	d Net gain or (loss)		69,322.			69,322.	
	8 a Gross income from fundraising events (not including \$ 1,339,240. of contributions reported on line 1c). See Part IV, line 18	a	149,632.				
		b Less: direct expenses	b	312,779.			
c Net income or (loss) from fundraising events			-163,147.			-163,147.	
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 OTHER INCOME	900099	82,913.			82,913.		
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d		82,913.				
12 Total revenue. See instructions		15,941,028.	747,437.	0.	890,016.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	8,245,087.	8,245,087.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	316,919.	316,919.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	291,063.	291,063.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	727,062.	577,469.	78,812.	70,781.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	3,987,901.	2,914,826.	80,548.	992,527.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	1,111,675.	813,246.	43,877.	254,552.
10 Payroll taxes	320,986.	244,999.	996.	74,991.
11 Fees for services (non-employees):				
a Management				
b Legal	1,623.		1,623.	
c Accounting	39,775.		39,775.	
d Lobbying	13,218.	13,218.		
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	90,593.		90,593.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,526,999.	1,437,975.	26,313.	62,711.
12 Advertising and promotion				
13 Office expenses	41,854.	27,962.	2,599.	11,293.
14 Information technology	128,069.	107,310.	108.	20,651.
15 Royalties				
16 Occupancy	302,430.	219,815.	37,117.	45,498.
17 Travel	594,467.	531,828.	13,257.	49,382.
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	79,138.	52,108.	12,144.	14,886.
23 Insurance	56,259.	37,044.	8,633.	10,582.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PRINTING AND PUBLICATIO	92,243.	73,413.	0.	18,830.
b EQUIPMENT RENTAL AND MA	37,327.	30,893.	2,864.	3,570.
c SUBSCRIPTIONS	34,553.	12,595.	920.	21,038.
d MISCELLANEOUS	34,335.	23,562.	4,840.	5,933.
e All other expenses	30,173.	21,894.	2,784.	5,495.
25 Total functional expenses. Add lines 1 through 24e	18,103,749.	15,993,226.	447,803.	1,662,720.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	3,999,333.	2	3,739,356.
	3 Pledges and grants receivable, net	9,781,566.	3	4,923,385.
	4 Accounts receivable, net	33,457.	4	253,133.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net	22,222.	7	59,843.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	241,676.	9	290,415.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 3,464,617.		
	b Less: accumulated depreciation	10b 2,066,376.		
	11 Investments - publicly traded securities	1,392,816.	10c	1,398,241.
	12 Investments - other securities. See Part IV, line 11	14,978,893.	11	17,860,503.
	13 Investments - program-related. See Part IV, line 11	9,854,207.	12	10,632,694.
	14 Intangible assets		13	
	15 Other assets. See Part IV, line 11	338,320.	14	
16 Total assets. Add lines 1 through 15 (must equal line 34)	40,642,490.	15	156,601.	
		16	39,314,171.	
Liabilities	17 Accounts payable and accrued expenses	1,942,628.	17	1,735,883.
	18 Grants payable	1,073,108.	18	1,123,350.
	19 Deferred revenue	239,925.	19	258,041.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	903,071.	25	1,069,461.
	26 Total liabilities. Add lines 17 through 25	4,158,732.	26	4,186,735.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	7,779,348.	27	8,541,267.
	28 Temporarily restricted net assets	15,216,702.	28	12,319,977.
	29 Permanently restricted net assets	13,487,708.	29	14,266,192.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	36,483,758.	33	35,127,436.
	34 Total liabilities and net assets/fund balances	40,642,490.	34	39,314,171.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	15,941,028.
2	Total expenses (must equal Part IX, column (A), line 25)	2	18,103,749.
3	Revenue less expenses. Subtract line 2 from line 1	3	-2,162,721.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	36,483,758.
5	Net unrealized gains (losses) on investments	5	1,012,175.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-205,776.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	35,127,436.

Part XII Financial Statements and Reporting

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

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

Form 990 (2018)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization **GIRLS INCORPORATED** Employer identification number **13-1915124**

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

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 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 in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	8,669,259.	8,348,408.	23,477,265.	10,619,349.	14,303,575.	65,417,856.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	8,669,259.	8,348,408.	23,477,265.	10,619,349.	14,303,575.	65,417,856.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						18,445,455.
6 Public support. Subtract line 5 from line 4.						46,972,401.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7 Amounts from line 4	8,669,259.	8,348,408.	23,477,265.	10,619,349.	14,303,575.	65,417,856.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	582,018.	633,577.	628,960.	653,708.	900,928.	3,399,191.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	62,201.	63,011.	70,423.	78,229.	82,913.	356,777.
11 Total support. Add lines 7 through 10						69,173,824.
12 Gross receipts from related activities, etc. (see instructions)					12	5,341,641.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f))	14	67.90 %
15 Public support percentage from 2017 Schedule A, Part II, line 14	15	69.64 %
16a 33 1/3% support test - 2018. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2017. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2017 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2017 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2018. 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 - 2017. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

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

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

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

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

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

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

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2018 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2018			
a From 2013			
b From 2014			
c From 2015			
d From 2016			
e From 2017			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2018 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2018, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2019. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2014			
b Excess from 2015			
c Excess from 2016			
d Excess from 2017			
e Excess from 2018			

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

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

MISCELLANEOUS REVENUE

2014 AMOUNT: \$ 62,201.

2015 AMOUNT: \$ 63,011.

2016 AMOUNT: \$ 70,423.

2017 AMOUNT: \$ 78,229.

2018 AMOUNT: \$ 82,913.

Horizontal lines for providing additional information.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

Name of the organization

GIRLS INCORPORATED

Employer identification number

13-1915124

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization GIRLS INCORPORATED	Employer identification number 13-1915124
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	_____ _____ _____	\$ <u>605,255.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	_____ _____ _____	\$ <u>850,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	_____ _____ _____	\$ <u>1,008,626.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	_____ _____ _____	\$ <u>1,071,465.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	_____ _____ _____	\$ <u>510,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	_____ _____ _____	\$ <u>1,431,096.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization GIRLS INCORPORATED	Employer identification number 13-1915124
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	_____ _____ _____	\$ <u>300,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	_____ _____ _____	\$ <u>350,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	_____ _____ _____	\$ <u>335,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	_____ _____ _____	\$ <u>408,167.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	_____ _____ _____	\$ <u>2,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization GIRLS INCORPORATED	Employer identification number 13-1915124
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization GIRLS INCORPORATED	Employer identification number 13-1915124
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
 ▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization GIRLS INCORPORATED	Employer identification number 13-1915124
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political campaign activity expenditures ▶ \$ _____
- 3 Volunteer hours for political campaign activities _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2018

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	4,495.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	8,723.													
c	Total lobbying expenditures (add lines 1a and 1b)	13,218.													
d	Other exempt purpose expenditures	18,090,531.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	18,103,749.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
2a Lobbying nontaxable amount	597,219.	651,952.	907,670.	1,000,000.	3,156,841.
b Lobbying ceiling amount (150% of line 2a, column(e))					4,735,262.
c Total lobbying expenditures	952.	1,022.	18,284.	13,218.	33,476.
d Grassroots nontaxable amount	149,305.	162,988.	226,918.	250,000.	789,211.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,183,817.
f Grassroots lobbying expenditures			11,658.	4,495.	16,153.

Schedule C (Form 990 or 990-EZ) 2018

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
<i>For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.</i>			
1 During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization GIRLS INCORPORATED **Employer identification number** 13-1915124

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education) Preservation of a historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

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

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

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

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

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

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

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

(i) Revenue included on Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

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

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

b Assets included in Form 990, Part X

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

Schedule D (Form 990) 2018

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

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

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

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

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

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	15,464,730.	14,431,736.	13,538,334.	14,302,521.	13,965,077.
b Contributions			1,000.	1,000.	4,501.
c Net investment earnings, gains, and losses	1,556,351.	1,691,220.	1,495,154.	-311,759.	764,423.
d Grants or scholarships					
e Other expenditures for facilities and programs	651,516.	658,226.	602,752.	453,428.	431,480.
f Administrative expenses					
g End of year balance	16,369,565.	15,464,730.	14,431,736.	13,538,334.	14,302,521.

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

- a Board designated or quasi-endowment 4.03 %
- b Permanent endowment 87.15 %
- c Temporarily restricted endowment 8.82 %

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

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

- (i) unrelated organizations
- (ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		209,205.		209,205.
b Buildings		2,499,387.	1,380,481.	1,118,906.
c Leasehold improvements		233,631.	209,801.	23,830.
d Equipment		522,394.	476,094.	46,300.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) 1,398,241.

Part VII Investments - Other Securities.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) FUND HELD BY TRUSTEES	10,632,694.	END-OF-YEAR MARKET VALUE
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	10,632,694.	

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED PENSION COST	967,010.
(3) DEFERRED RENT OBLIGATION	102,451.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,069,461.

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	17,146,054.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	1,012,175.	
b	Donated services and use of facilities	2b	326,074.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	-42,630.	
e	Add lines 2a through 2d	2e		1,295,619.
3	Subtract line 2e from line 1		3	15,850,435.
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	90,593.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		90,593.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	15,941,028.

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

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

1	Total expenses and losses per audited financial statements		1	18,502,376.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	326,074.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	163,146.	
e	Add lines 2a through 2d	2e		489,220.
3	Subtract line 2e from line 1		3	18,013,156.
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	90,593.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		90,593.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	18,103,749.

Part XIII Supplemental Information.

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

PART V, LINE 4:

TO SUPPORT THE ORGANIZATION'S PRIMARY EXEMPT PURPOSE. THE ENDOWMENT INCLUDES TEN INDIVIDUAL FUNDS ESTABLISHED FOR VARIOUS PURPOSES, SUCH AS BOARD DESIGNATED AND PERPETUAL TRUST.

PART X, LINE 2:

GIRLS INCORPORATED IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, THOUGH IT IS SUBJECT TO TAX ON INCOME UNRELATED TO ITS EXEMPT PURPOSE, UNLESS THAT INCOME IS OTHERWISE EXCLUDED BY THE CODE. IN ADDITION, GIRLS INCORPORATED HAS BEEN DETERMINED BY THE INTERNAL REVENUE SERVICE NOT TO BE A PRIVATE FOUNDATION WITHIN THE MEANING OF SECTION 509(A) OF THE INTERNAL REVENUE CODE. THERE WAS NO

Part XIII Supplemental Information (continued)

UNRELATED BUSINESS INCOME FOR THE YEARS ENDED MARCH 31, 2019 AND 2018.

GIRLS INCORPORATED FILES U.S. FEDERAL AND STATES OF NEW YORK AND INDIANA INFORMATION TAX RETURNS. GIRLS INCORPORATED IS NO LONGER SUBJECT TO U.S. FEDERAL AND STATE INCOME TAX EXAMINATIONS BY TAX AUTHORITIES FOR THE FISCAL YEARS BEFORE MARCH 31, 2016.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

PENSION CHANGES	-205,776.
DIFFERENCE BETWEEN DIRECT FUNDRAISING REVENUE AND EXPENSES	163,146.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	-42,630.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

DIFFERENCE BETWEEN DIRECT FUNDRAISING REVENUE AND EXPENSES	163,146.
--	----------

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization

Employer identification number

GIRLS INCORPORATED

13-1915124

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
3 a Subtotal	0	0			0.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			0.

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		NORTH AMERICA	GENERAL OPERATIONS	97,711.	VIA CHECK	0.		
		NORTH AMERICA	GENERAL OPERATIONS	43,500.	VIA CHECK	0.		
		NORTH AMERICA	GENERAL OPERATIONS	148,352.	VIA CHECK	0.		

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

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

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

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* Yes No

Schedule F (Form 990) 2018

Part V Supplemental Information

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

PART I, LINE 2:

GIRLS INC. PROVIDES FUNDS IN THE FORM OF GRANTS OR ASSISTANCE TO GIRLS INC. AFFILIATE ORGANIZATIONS DURING THE COURSE OF SPECIFIC PROJECT WORK. FOR EACH PROJECT, THERE IS A CLEAR DELINEATION OF THE SELECTION CRITERIA, USUALLY THROUGH A PUBLISHED REQUEST FOR PROPOSALS (RFP). IN EVERY CASE, THE AFFILIATE ORGANIZATION MUST BE A MEMBER IN GOOD STANDING OF GIRLS INC. FOR EACH PROJECT, THERE IS A MANAGER WHO IS RESPONSIBLE FOR OVERSEEING THE WORK AND MONITORING THE PROJECT ACCOMPLISHMENTS. THERE ARE THREE TYPES OF FINANCIAL ASSISTANCE:

1. MINIGRANTS FOR SPECIFIC WORK - IN THIS CASE THERE IS A FORMAL CONTRACT DELINEATING THE TERMS FOR THE USE OF THE FUNDS BY THE AFFILIATE ORGANIZATION AND EXPECTATIONS FOR FINISHED PRODUCTS AND/OR REPORTING. THERE IS ALSO A PAYMENT SCHEDULE AND THE FINAL PAYMENT IS NOT MADE UNTIL THE CONTRACTED EXPECTATIONS HAVE BEEN MET.

2. STIPENDS TO REIMBURSE AFFILIATE STAFF FOR TRAVEL RELATED TO A GRANT ACTIVITY (AN EXAMPLE WOULD BE TRAVEL TO THE GIRLS INC. NATIONAL RESOURCE CENTER FOR A TRAINING PROGRAM). IN THIS CASE, AFFILIATE STAFF PROVIDE EXPENSE REPORTS.

3. SCHOLARSHIPS TO YOUNG WOMEN WHO HAVE BEEN MEMBERS OF THE AFFILIATE ORGANIZATION FOR A MINIMUM OF 2 YEARS. THE SCHOLARSHIP PROCESS IS COMPETITIVE.

MINIGRANTS ARE TYPICALLY MANAGED BY A PROJECT MANAGER WHO IS RESPONSIBLE FOR MANAGING THE RELATIONSHIP AND DELIVERABLES FOR THE CONTRACT. THE

Part V Supplemental Information

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

PROJECT MANAGER INITIATES THE FIRST REQUEST FOR ANY PAYMENT TO THE AFFILIATE AND THE PROJECT MANAGER'S SUPERVISOR OR DEPARTMENT HEAD MUST SIGN OFF ON THE REQUEST PRIOR TO SUBMISSION TO FINANCE FOR PROCESSING THE PAYMENT.

THE PROJECT OR TRAINING MANAGER FOR THE GRANT ACTIVITY REVIEWS AND SIGNS OFF ON THE EXPENSE REPORT AND INITIATES A REQUEST FOR PAYMENT. THE PROJECT OR TRAINING MANAGER'S SUPERVISOR OR DEPARTMENT HEAD MUST SIGN OFF ON THE REQUEST PRIOR TO SUBMISSION TO FINANCE FOR PROCESSING THE PAYMENT.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

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

2018

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990 or Form 990-EZ.**

Open to Public Inspection

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization **GIRLS INCORPORATED** Employer identification number **13-1915124**

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

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a** Mail solicitations
 - b** Internet and email solicitations
 - c** Phone solicitations
 - d** In-person solicitations
 - e** Solicitation of non-government grants
 - f** Solicitation of government grants
 - g** Special fundraising events
- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**
- b** If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

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

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		NYC LUNCHEON (event type)	LA LUNCHEON (event type)	NONE (total number)	
Revenue	1 Gross receipts	906,334.	582,538.		1,488,872.
	2 Less: Contributions	805,570.	533,670.		1,339,240.
	3 Gross income (line 1 minus line 2)	100,764.	48,868.		149,632.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	100,465.	48,868.		149,333.
	8 Entertainment				
	9 Other direct expenses	64,486.	98,960.		163,446.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				312,779.
11 Net income summary. Subtract line 10 from line 3, column (d)				-163,147.	

Part III Gaming. Complete if the organization answered "Yes" on 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 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				
	8 Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities: _____
a Is the organization licensed to conduct gaming activities in each of these states? Yes No
b If "No," explain: _____

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

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

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

Name ▶ _____

Address ▶ _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c** If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Name of the organization **GIRLS INCORPORATED** Employer identification number **13-1915124**

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
GIRLS INCORPORATED OF CENTRAL ALABAMA - P.O. BOX 130729 - BIRMINGHAM, AL 35213	63-0328643	501(C)(3)	144,119.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF CARPINTERIA 5315 FOOTHILL RD CARPINTERIA, CA 93013	23-7430292	501(C)(3)	61,744.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF COLUMBUS & PHENIX-RUSSELL - P.O. BOX 3096 - COLUMBUS, GA 31903	58-6011441	501(C)(3)	203,000.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF THE WASHINGTON DC METROPOLITAN AREA - 5614 CONNECTICUT AVE, NW - WASHINGTON, DC 20015	84-1648959	501(C)(3)	29,000.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF METRO DENVER 1499 JULIAN STREET DENVER, CO 80204	74-2277668	501(C)(3)	156,307.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF GREATER ATLANTA - 461 MANGET ST. - MARIETTA, GA 30060	58-1276804	501(C)(3)	17,350.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **53.**

3 Enter total number of other organizations listed in the line 1 table **53.**

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

Schedule I (Form 990) (2018)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GIRLS INCORPORATED OF GREATER HOUSTON - 1111 N. LOOP WEST, SUITE 180 - HOUSTON, TX 77008	76-0483812	501(C)(3)	30,600.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF JACKSON COUNTY - 956 N. O'BRIEN STREET - SEYMOUR, IN 47274	35-0998714	501(C)(3)	5,463.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF HOLYOKE 6 OPEN SQUARE WAY HOLYOKE, MA 01040	04-2748244	501(C)(3)	178,755.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF LYNN 50 HIGH STREET LYNN, MA 01902	04-2104250	501(C)(3)	298,783.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF MEMPHIS 910 VANCE AVE MEMPHIS, TN 38126	62-0512078	501(C)(3)	445,187.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF METRO DALLAS 2040 EMPIRE CENTRAL DRIVE DALLAS, TX 75235	75-1305705	501(C)(3)	65,521.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF NEW YORK CITY - 120 WALL ST. 18TH FLOOR - NEW YORK, NY 10005	13-4028433	501(C)(3)	399,430.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF OMAHA 2811 N. 45TH STREET OMAHA, NE 68104	47-0562184	501(C)(3)	186,813.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF ORANGE COUNTY - 1815 ANAHEIM AVE. - COSTA MESA, CA 92627	95-1810150	501(C)(3)	122,577.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GIRLS INCORPORATED OF FORT SMITH P.O. BOX 1253 FORT SMITH, AR 72902	71-0236893	501(C)(3)	72,787.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF SARASOTA COUNTY - 201 S. TUTTLE AVE - SARASOTA, FL 34237	23-7363275	501(C)(3)	122,110.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF TENNESSEE VALLEY - P.O. BOX 7040 - OAK RIDGE, TN 37831	59-1743795	501(C)(3)	168,088.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF TARRANT COUNTY - 1226 E. WEATHERFORD ST. - FORT WORTH, TX 76102	75-1514683	501(C)(3)	582,191.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF WORCESTER 125 PROVIDENCE ST WORCESTER, MA 01604	04-2123666	501(C)(3)	105,413.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF HUNTSVILLE P.O. BOX 3066 HUNTSVILLE, AL 35810	63-0661410	501(C)(3)	41,000.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF ALAMEDA COUNTY 510 16TH ST. OAKLAND, CA 94612	94-1558073	501(C)(3)	108,371.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF THE GREATER CAPITAL REGION - 962 ALBANY ST - SCHENECTADY, NY 12307	14-1434157	501(C)(3)	38,450.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF LONG ISLAND 819 GRAND BOULEVARD DEER PARK, NY 11729	16-1736254	501(C)(3)	112,550.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GIRLS INCORPORATED WASHINGTON COUNTY - 626 WASHINGTON AVE - HAGERSTOWN, MD 21740	23-7052207	501(C)(3)	68,801.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. AT THE YWCA OF MINNEAPOLIS - 1130 NICOLLET MALL - MINNEAPOLIS, MN 55403	41-0693891	501(C)(3)	12,149.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF SHELBYVILLE & SHELBY COUNTY - 904 S. MILLER ST - SHELBYVILLE, IN 46176	35-1277849	501(C)(3)	140,545.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF CHATTANOOGA 4505 BRAINERD RD. STE 110 CHATTANOOGA, TN 37411	62-0647145	501(C)(3)	79,165.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF GREATER PHILADELPHIA & SOUTHERN NEW JERSEY - 1501 CHERRY ST - PHILADELPHIA, PA 19102	23-1607172	501(C)(3)	274,983.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF PINELLAS PARK - 7700 61ST ST. N. - PINELLAS PARK, FL 33871	59-0970201	501(C)(3)	23,950.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF ST. LOUIS 3801 NELSON DR. ST LOUIS, MO 63121	43-1321294	501(C)(3)	291,817.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. AT THE YWCA OF SYRACUSE & ONONDAGA COUNTY - 401 DOUGLAS ST - SYRACUSE, NY 13203	15-0532277	501(C)(3)	129,610.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF WESTCHESTER COUNTY 901 N. BROADWAY WHITE PLAINS, NY 10603	04-3831108	501(C)(3)	83,759.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GIRLS INC. OF JOHNSON COUNTY 200 E MADISON STREET FRANKLIN, IN 46131	31-0901598	501(C)(3)	10,100.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF PACIFIC NORTHWEST - 4800 SW MACADAM AVE, STE 309 - PORTLAND, OR 97239	54-2073930	501(C)(3)	163,750.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF KINGSPORT P.O. BOX 1435 JOHNSON CITY, TN 37605	62-6064042	501(C)(3)	147,803.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF BAY COUNTY 1100 FOUNTAIN AVENUE PANAMA CITY, FL 32401	23-7393003	501(C)(3)	74,000.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF JACKSONVILLE 100 FESTIVAL PARK JACKSONVILLE, FL 32202	59-1317196	501(C)(3)	46,571.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF GREATER LOWELL - 220 WORTHEN STREET - LOWELL, MA 01852	04-2104401	501(C)(3)	134,330.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF GREATER MADISON 149 WAUBESA STREET MADISON, WI 53704	39-1919172	501(C)(3)	208,000.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF NEW HAMPSHIRE - 63 MARKET STREET - MANCHESTER, NH 03101	23-7416090	501(C)(3)	199,477.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF OWENSBORO-DAVIESS COUNTY - 2130 E 19TH STREET, #G - OWENSBORO, KY 42303	61-0706477	501(C)(3)	11,950.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GIRLS INCORPORATED OF SAN ANTONIO 118 N. MEDINA SAN ANTONIO, TX 78207	20-5468038	501(C)(3)	38,824.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF SANTA FE 301 HILLSIDE AVENUE SANTA FE, NM 87501	85-0129250	501(C)(3)	170,793.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF WESTERN CONNECTICUT 35 PARK PLACE WATERBURY, CT 06702	06-0646950	501(C)(3)	11,250.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF WEST CONTRA COSTA COUNTY - 260 BROADWAY - RICHMOND, CA 94804	51-0172193	501(C)(3)	82,825.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. AT THE YWCA OF NASHVILLE & MIDDLE TENNESSEE - 1608 WOODMONT BLVD - NASHVILLE, TN 37215	62-0475702	501(C)(3)	67,229.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF BRISTOL 613 HIGHLAND AVE. BRISTOL, VA 24201	62-0514164	501(C)(3)	10,750.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF CHICAGO 325 N. LASALLE ST, SUITE 750 CHICAGO, IL 60654	81-4491475	501(C)(3)	264,064.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF GREATER LOS ANGELES 9800 S LA CIENEGA BLVD. UNIT 410 INGLEWOOD, CA 90301	81-1777303	501(C)(3)	631,548.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INC. OF HAMBLEN COUNTY P.O. BOX 3058 MORRISTOWN, TN 37815-3058	23-7306313	501(C)(3)	5,500.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GIRLS INC. OF THE CENTRAL COAST 318 CAYUGA ST, SUITE 101A SALINAS, CA 93901	20-5040398	501(C)(3)	63,276.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING
GIRLS INCORPORATED OF THE SEACOAST 2 HARRIS STREET NEWBURYPORT, MA 01950	22-2474823	501(C)(3)	85,684.	0.	N/A	N/A	PASS THRU AFFILIATE; TRAVEL REIMBURSEMENT, TRAINING

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
SCHOLARSHIP	31	316,919.	0.		

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

PART I, LINE 2:

GIRLS INC. PROVIDES FUNDS IN THE FORM OF GRANTS OR ASSISTANCE TO GIRLS INC. AFFILIATE ORGANIZATIONS DURING THE COURSE OF SPECIFIC PROJECT WORK. FOR EACH PROJECT, THERE IS A CLEAR DELINEATION OF THE SELECTION CRITERIA, USUALLY THROUGH A PUBLISHED REQUEST FOR PROPOSALS (RFP). IN EVERY CASE, THE AFFILIATE ORGANIZATION MUST BE A MEMBER IN GOOD STANDING OF GIRLS INC. FOR EACH PROJECT, THERE IS A MANAGER WHO IS RESPONSIBLE FOR OVERSEEING THE WORK AND MONITORING THE PROJECT ACCOMPLISHMENTS. THERE ARE THREE TYPES OF FINANCIAL ASSISTANCE:

Part IV Supplemental Information

1. MINIGRANTS FOR SPECIFIC WORK - IN THIS CASE THERE IS A FORMAL CONTRACT DELINEATING THE TERMS FOR THE USE OF THE FUNDS BY THE AFFILIATE ORGANIZATION AND EXPECTATIONS FOR FINISHED PRODUCTS AND/OR REPORTING. THERE IS ALSO A PAYMENT SCHEDULE AND THE FINAL PAYMENT IS NOT MADE UNTIL THE CONTRACTED EXPECTATIONS HAVE BEEN MET.

2. STIPENDS TO REIMBURSE AFFILIATE STAFF FOR TRAVEL RELATED TO A GRANT ACTIVITY (AN EXAMPLE WOULD BE TRAVEL TO THE GIRLS INC. NATIONAL RESOURCE CENTER FOR A TRAINING PROGRAM). IN THIS CASE, AFFILIATE STAFF PROVIDE EXPENSE REPORTS.

3. SCHOLARSHIPS ISSUED TO GIRLS ARE FOR COLLEGE. EACH YEAR, EACH AFFILIATE CAN SUBMIT UP TO 5 APPLICATIONS (GIRLS). IN ORDER TO BE SUBMITTED THE FOLLOWING HAS TO APPLY:

- GIRLS, INC. AFFILIATE IS IN GOOD STANDING
- THE APPLICANT (GIRL) HAS HAD TWO YEARS OF GIRLS, INC. PROGRAMMING
- THE APPLICANT HAS TO BE CURRENT WITH GIRLS, INC. (I.E. DOING PROGRAMMING, MENTORING, VOLUNTEERING, ETC.)
- HAS CURRENT GPA OF AT LEAST 2.8

THE GIRLS WHO ARE SELECTED TO RECEIVE SCHOLARSHIPS ARE CHOSEN BY A COMMITTEE WHICH IS MADE UP OF NATIONAL BOARD MEMBERS, DONORS, ALUMNI, EMPLOYEES OF OTHER YOUTH SERVICE ORGANIZATIONS OR COLLEGES. ONCE SELECTED THE SCHOLARSHIP FUNDS ARE PUT INTO A PAYABLE ACCOUNT. THE SCHOLARSHIP MANAGER, CHRISSEY KRAMER, RECEIVES REQUESTS FROM THE GIRLS FOR US TO PAY THEIR EDUCATION EXPENSES. THE FUNDS ARE PAID TO THE COLLEGE OR UNIVERSITY DIRECTLY, NOT THE GIRLS OR AFFILIATE. THE SCHOLARSHIP PROCESS IS

Part IV Supplemental Information

COMPETITIVE.

MINIGRANTS ARE TYPICALLY MANAGED BY A PROJECT MANAGER WHO IS RESPONSIBLE FOR MANAGING THE RELATIONSHIP AND DELIVERABLES FOR THE CONTRACT. THE PROJECT MANAGER INITIATES THE FIRST REQUEST FOR ANY PAYMENT TO THE AFFILIATE AND THE PROJECT MANAGER'S SUPERVISOR OR DEPARTMENT HEAD MUST SIGN OFF ON THE REQUEST PRIOR TO SUBMISSION TO FINANCE FOR PROCESSING THE PAYMENT.

THE PROJECT OR TRAINING MANAGER FOR THE GRANT ACTIVITY REVIEWS AND SIGNS OFF ON THE EXPENSE REPORT AND INITIATES A REQUEST FOR PAYMENT. THE PROJECT OR TRAINING MANAGER'S SUPERVISOR OR DEPARTMENT HEAD MUST SIGN OFF ON THE REQUEST PRIOR TO SUBMISSION TO FINANCE FOR PROCESSING THE PAYMENT.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2018

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

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

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

GIRLS INCORPORATED

Employer identification number

13-1915124

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |
- b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain
- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?
- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.
- | | |
|---|---|
| <input 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 on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:
- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.
- Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**
- 5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:
- a** The organization?
- b** Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.
- 6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:
- a** The organization?
- b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.
- 7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III
- 8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III
- 9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

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

Schedule J (Form 990) 2018

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JUDITH VREDENBURGH PRESIDENT & CEO	(i)	314,586.	45,182.	0.	0.	14,190.	373,958.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) PATRICIA DRISCOLL CHIEF OPERATING OFFICER	(i)	210,240.	0.	0.	0.	12,182.	222,422.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) LYNN HEPBURN CHIEF DEVELOPMENT OFFICER	(i)	158,995.	0.	0.	0.	17,344.	176,339.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) VERONICA VELA DIRECTOR OF MARKETING & CO	(i)	142,220.	0.	0.	0.	12,046.	154,266.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) LARA KAUFMANN DIRECTOR OF PUBLIC POLICY	(i)	146,352.	0.	0.	0.	7,718.	154,070.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) CHARLENE JACKSON DIRECTOR OF AFFILIATE SERV	(i)	157,774.	0.	0.	0.	17,270.	175,044.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

Open to Public
Inspection

Name of the organization

GIRLS INCORPORATED

Employer identification number

13-1915124

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

OUR PROGRAMMING IS DELIVERED TO 132,000 GIRLS IN PARTNERSHIP WITH
SCHOOLS AND AT OUR CENTERS ACROSS 80 AFFILIATES.

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

ENRICHMENT SO GIRLS INCREASE THEIR LOVE OF LEARNING, IMPROVE
PERFORMANCE IN SCHOOL, ASPIRE TO AND PLAN FOR EDUCATION BEYOND HIGH
SCHOOL, AND EXPLORE NON-TRADITIONAL CAREERS; AND HELPS GIRLS BUILD LIFE
SKILLS TO SET AND ACHIEVE GOALS AND INCREASE RESILIENCE IN THE FACE OF
OBSTACLES TO LIVE PRODUCTIVE AND FULFILLING LIVES.

FORM 990, PART VI, SECTION A, LINE 6:

THE LOCAL GIRLS INCORPORATED AFFILIATES ARE ORGANIZATIONAL MEMBERS OF THE
NATIONAL COUNCIL WHICH ELECT ALL MEMBERS OF THE GOVERNING BODY.

FORM 990, PART VI, SECTION A, LINE 7A:

THE LOCAL GIRLS INCORPORATED AFFILIATES ARE ORGANIZATIONAL MEMBERS OF THE
NATIONAL COUNCIL WHICH ELECT ALL MEMBERS OF THE GOVERNING BODY.

FORM 990, PART VI, SECTION A, LINE 7B:

ALL CHANGES TO THE BY-LAWS MUST BE APPROVED BY THE AFFILIATES.

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

THE 990 IS PREPARED BY THE AUDIT FIRM AND SUBMITS TO STAFF, WHO SENDS THE
990 TO THE BOARD FISCAL OVERSIGHT COMMITTEE, WHO REVIEWS AND ACCEPTS IT.

THE COMMITTEE PRESENTS THE 990 TO THE FULL BOARD FOR THEIR REVIEW AND

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

Schedule O (Form 990 or 990-EZ) (2018)

Name of the organization

GIRLS INCORPORATED

Employer identification number

13-1915124

APPROVAL. THEN THE 990 IS SUBMITTED TO THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

THE CONFLICT OF INTEREST POLICY IS DISTRIBUTED TO ALL MEMBERS OF THE BOARD AND TO KEY EMPLOYEES ONCE EACH YEAR. THE POLICY IS EXPLAINED DURING A BOARD MEETING. THEN, EACH MEMBER AND KEY EMPLOYEE IS ASKED TO SIGN AND DATE A FORM THAT SAYS THEY UNDERSTAND THE POLICY AND THAT THEY HAVE NO KNOWN CONFLICTS OF INTEREST. THE FORM ALSO EXPLAINS THAT THEY MUST NOTIFY THE BOARD IF A CONFLICT SHOULD DEVELOP. THE SIGNED FORMS ARE KEPT ON FILE BY THE ORGANIZATION.

FORM 990, PART VI, SECTION B, LINE 15:

THE CHAIR OF THE BOARD, AS DELEGATED BY THE FULL BOARD, CONDUCTS A PERFORMANCE REVIEW WITH THE CEO, AND A COMPENSATION STUDY, COMPARING THE CEO SALARY TO COMPARABLE SALARIES IN THE INDUSTRY. THE CHAIR PREPARES A PROPOSAL WHICH IS APPROVED BY THE BOARD AND THEN THE CHAIR MEETS WITH THE CEO TO INFORM HER OF THE BOARD'S DECISION. THIS PROCESS TAKES PLACE ANNUALLY.

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

AL, AK, AR, CA, CO, CT, FL, GA, IL, IN, KS, KY, MN, NC, MA, AZ, MD, NJ, NM, NY, ND, OH, OK, OR, WV
WI, MI, VA, WA, SC, TN, PA, RI, ME, MS, MO, NH, UT, HI

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION POSTS ITS ANNUAL REPORT, FINANCIAL STATEMENTS AND CODE OF CONDUCT WHICH INCLUDES THE CONFLICT OF INTEREST POLICY, ON THE WEBSITE.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

Name of the organization GIRLS INCORPORATED	Employer identification number 13-1915124
--	--

PENSION CHANGES -205,776.

FORM 990, PART XII, LINE 2C:

THE PROCESS OF OVERSEEING THE AUDIT AND SELECTION OF INDEPENDENT
ACCOUNTANT HAS NOT CHANGED FROM THE PRIOR YEAR.