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Form

990

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2008

Department of the Treasury
Internal Revenue Service

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

A For the 2008 calendar year, or tax year beginning February 3, 2008, and ending January 31, 2009

B Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization Foot Locker Foundation, Inc.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

112 W. 34th Street

Room/suite

City or town, state or country, and ZIP + 4

New York NY 10120

D Employer identification number

52-2348625

E Telephone number

(212) 720-3961

G Gross receipts \$ 1,196,485.

F Name and address of principal officer:

M. Serra, President, 112 W. 34th Street New York, NY 10120

H(a) Is this a group return for affiliates? ☐ Yes ☒ NoH(b) Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number

I Tax-exempt status. ☒ 501(c) (3) (insert no.) ☐ 4947(a)(1) or ☐ 527J Website: ☐K Type of organization. ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation 2001 M State of legal domicile DE

Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities. The Foundation is committed to supporting youth, athletics, education, and the communities in which Foot Locker Inc has operations. The Foundation holds an annual "On Our Feet" event to benefit a single tax-exempt beneficiary. In addition, the Foundation makes contributions to other organizations funded by donations from Foot Locker, Inc.

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its assets

3 Number of voting members of the governing body (Part VI, line 1a) 3 3

4 Number of independent voting members of the governing body (Part VI, line 1b) 4 0

5 Total number of employees (Part V, line 2a) 5 0

6 Total number of volunteers (estimate if necessary) 6 20

7a Total gross unrelated business revenue from Part VIII, line 12, column (C) 7a 0.

b Net unrelated business taxable income from Form 990-T, line 34 7b

Revenue

8 Contributions and grants (Part VIII, line 1h) 1,284,639. 1,155,009.

9 Program service revenue (Part VIII, line 2g) 0.

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 0.

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) -56,234. 41,476.

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) 1,228,405. 1,196,485.

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) 983,347. 1,307,423.

14 Benefits paid to or for members (Part IX, column (A), line 4) 0.

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) 0.

16a Professional fundraising fees (Part IX, column (A), line 11e) 0.

b Total fundraising expenses (Part IX, column (D), line 25) 242,588.

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) 282,151. 256,888.

18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25) 1,265,498. 1,564,311.

19 Revenue less expenses Subtract line 18 from line 12 -37,093. -367,826.

Net Assets or Fund Balances

20 Total assets (Part X, line 16) 521,649. 674,773.

21 Total liabilities (Part X, line 26) 20,476. 14,175.

22 Net assets or fund balances. Subtract line 21 from line 20 501,173. 660,598.

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

Jeremy L. Nowak

Vice President

Type or print name and title

Paid

Preparer's signature

Date

Check if self-employed ☐

Preparer's identifying number (see instructions)

Preparer's Use Only

Firm's name (or yours if self-employed), address, and ZIP + 4

EIN

Phone no

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2008)

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Statement of Program Service Accomplishments (see instructions)

- 1** Briefly describe the organization's mission.
Receive, maintain, and disburse funds for sponsoring and encouraging charitable, educational and athletic activities.
-
- 2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O
- 3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O
- 4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses \$ 1,420,832. including grants of \$ 897,987.) (Revenue \$ 1,447,943.)

Foot Locker Foundation holds an annual "On Our Feet" event for a single beneficiary. The beneficiary of the 2008 event was the United Negro College Fund. In addition, the Foundation made contributions to other tax exempt organizations, which were funded by donations from Foot Locker, Inc.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

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

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

4e Total program service expenses ► \$ 1,420,832. (Must equal Part IX, Line 25, column (B).)

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

Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i> ...		X
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, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
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

Form 990 (2008)

Statements Regarding Other IRS Filings and Tax Compliance

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

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

Section A. Governing Body and Management

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

Section B. Policies

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **New York**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. **Jeremy L. Nowak 112 W. 34th Street New York, NY 10120 212-720-3961**

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

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

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

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

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

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

- | (A)
Name and Title | (B)
Average | (C)
Position (check all that apply) | (D)
Reportable | (E)
Reportable | (F)
Estimated |
|-----------------------|----------------|--|-------------------|-------------------|------------------|
|-----------------------|----------------|--|-------------------|-------------------|------------------|

hours per week	Former Highest compensated employee Key employee Officer Institutional trustee Individual trustee or director	compensation from the organization (W-2/1099-MISC)	compensation from related organizations (W-2/1099-MISC)	amount of other compensation from the organization and related organizations
----------------	--	--	---	--

[illegible]

[illegible]

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

	Yes	No
3		X
4		X
5		X

4		X
---	--	---

5		X
---	--	---

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

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

Statement of Revenue				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	777,383.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	377,626.			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		1,155,009.			
Program Service Revenue	Business Code						
	2a			0.			
	b			0.			
	c			0.			
	d			0.			
	e			0.			
	f	All other program service revenue		0.			
	g	Total. Add lines 2a-2f		0.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		0.			
	4	Income from investment of tax-exempt bond proceeds		0.			
	5	Royalties		0.			
			(i) Real	(ii) Personal			
	6a	Gross Rents					
	b	Less rental expenses					
	c	Rental income or (loss)	0.	0.			
	d	Net rental income or (loss)		0.			
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory					
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)	0.	0.			
	d	Net gain or (loss)		0.			
	8a	Gross income from fundraising events (not including \$ 777,383. of contributions reported on line 1c) See Part IV, line 18	a	226,600.			
	b	Less direct expenses	b	185,124.			
	c	Net income or (loss) from fundraising events		41,476.	41,476		
	9a	Gross income from gaming activities. See Part IV, line 19	a				
	b	Less direct expenses	b				
c	Net income or (loss) from gaming activities		0.				
10a	Gross sales of inventory, less returns and allowances	a					
b	Less cost of goods sold	b					
c	Net income or (loss) from sales of inventory		0.				
Miscellaneous Revenue		Business Code					
11a			0.				
b			0.				
c			0.				
d	All other revenue		0.				
e	Total. Add lines 11a-11d		0.				
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		1,196,485				

Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	1,307,423.	1,307,423.		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0.			
3	Grants and other assistance to governments, organizations, and individuals outside the U.S See Part IV, lines 15 and 16	0.			
4	Benefits paid to or for members	0.			
5	Compensation of current officers, directors, trustees, and key employees	0.			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7	Other salaries and wages	0.			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0.			
9	Other employee benefits	0.			
10	Payroll taxes	0.			
11	Fees for services (non-employees)				
a	Management	0.			
b	Legal	0.			
c	Accounting	14,000.		14,000.	
d	Lobbying	0.			
e	Professional fundraising services See Part IV, line 17	0.			
f	Investment management fees	0.			
g	Other	236,347.			236,347.
12	Advertising and promotion	0.			
13	Office expenses	0.			
14	Information technology	0.			
15	Royalties	0.			
16	Occupancy	0.			
17	Travel	0.			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19	Conferences, conventions, and meetings	0.			
20	Interest	0.			
21	Payments to affiliates	0.			
22	Depreciation, depletion, and amortization	0.			
23	Insurance	0.			
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a	NYS Tax	185.		185.	
b	CT Corp	115.		115.	
c	Miscellaneous	6,131.			6,131.
d	Freight For TShirts	110.			110.
e		0.			
f	All other expenses	0.			
25	Total functional expenses. Add lines 1 through 24f	1,564,311.	1,307,423.	14,300.	242,588.
26	Joint Costs. Check here ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	0.			

Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	466,149.	1	561,573.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	35,500.	4	113,200.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L ..		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	20,000.	9	0.
	10a Land, buildings, and equipment cost basis 10a			
	b Less accumulated depreciation. Complete Part VI of Schedule D 10b		10c	0.
	11 Investments—publicly traded securities		11	
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	521,649.	16	674,773.	
Liabilities	17 Accounts payable and accrued expenses	476.	17	14,175.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties ..		23	
	24 Unsecured notes and loans payable		24	
	25 Other liabilities. Complete Part X of Schedule D	20,000.	25	0.
	26 Total liabilities. Add lines 17 through 25	20,476.	26	14,175.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	12,500.	27	39,611.
	28 Temporarily restricted net assets	488,673.	28	620,987.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ☐ 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	501,173.	33	660,598.
34 Total liabilities and net assets/fund balances	521,649.	34	674,773.	

Part X Financial Statements and Reporting

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant? ... **2a**
- b** Were the organization's financial statements audited by an independent accountant? ... **2b**
- c** If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? ... **2c**
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? ... **3a**
- b** If "Yes," did the organization undergo the required audit or audits? ... **3b**

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

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

OMB No. 1545-0047

2008

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Foot Locker Foundation, Inc.

Employer identification number

52-2348625

Reason for Public Charity Status (All organizations must complete this part) (see instructions)

The organization is not a private foundation because it is. (Please check only one organization)

- 1 ☐ A church, convention, or association of churches, or association of churches described in **section 170(b)(1)(A)(i).**
 - 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
 - 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).** (Attach Schedule H)
 - 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
 - 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
 - 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
 - 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
 - 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
 - 9 ☒ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
 - 10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).** (see instructions)
 - 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Other
 - e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
 - (ii) A family member of a person described in (i) above? ☐
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐
 - h Provide the following information about the organizations the organization supports

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

[illegible]

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						0.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 Total. Add lines 1-3	0.	0.	0.	0.	0.	0.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						0.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	0.	0.	0.	0.	0.	0.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0.
11 Total support. Add lines 7 through 10						0.
12 Gross receipts from related activities, etc. (see instructions)						12
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						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	0.0000 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33⅓% support test—2008. If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization	☐	
b 33⅓% support test—2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization	☐	
17a 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	☐	
b 10%-facts-and-circumstances test—2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	☐	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶	☐	

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	1,352,220.	1,323,316.	1,106,255.	1,374,120.	1,047,394.	6,203,305.
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 ..	230,750.	247,250.	236,500.	219,750.	209,500.	1,143,750.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
6 Total. Add lines 1-5	1,582,970.	1,570,566.	1,342,755.	1,593,870.	1,256,894.	7,347,055.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons ...						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						0.
c Add lines 7a and 7b	0.	0.	0.	0.	0.	0.
8 Public support. (Subtract line 7c from line 6)						7,347,055.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6	1,582,970.	1,570,566.	1,342,755.	1,593,870.	1,256,894.	7,347,055.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b	0.	0.	0.	0.	0.	0.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0.
13 Total support. (Add lines 9, 10c, 11, and 12)						7,347,055.
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 2008 (line 8, column (f) divided by line 13, column (f))	15	100.0000 %
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	48.3925 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)) ..	17	0.0000 %
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

- 19a 33 1/3 % support tests—2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☒
- b 33 1/3 % support tests—2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b, or Part III, line 12. Provide any other additional information. (see instructions)

FOOT LOCKER FOUNDATION, INC.

Notes to Financial Statements

January 31, 2009 and February 2, 2008

(5) Related-Party Transactions

The Foundation's Board of Directors is comprised of three members of FLI management. FLI donated \$323,111 and \$271,250 in 2008 and 2007, respectively, to the Foundation. These donations were distributed to various organizations.

**SCHEDULE D
(Form 990)**

Supplemental Financial Statements

OMB No 1545-0047

2008

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Foot Locker Foundation, Inc.

Employer identification number

52-2348625

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

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

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

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

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

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

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

☐ Protection of natural habitat ☐ Preservation of certified historic structure

☐ Preservation of open space

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

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ►

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

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

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

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

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

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

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

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

(ii) Assets included in Form 990, Part X ► \$

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

a Revenues included in Form 990, Part VIII, line 1 ► \$

b Assets included in Form 990, Part X ► \$

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

- 3** Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a** ☐ Public exhibition **d** ☐ Loan or exchange programs
- b** ☐ Scholarly research **e** ☐ Other _____
- c** ☐ Preservation for future generations
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

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

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

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

- 2** Provide the estimated percentage of the year end balance held as:

- a** Board designated or quasi-endowment ▶ _____ %
- b** Permanent endowment ▶ _____ %
- c** Term endowment ▶ _____ %

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

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

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

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

- 4** Describe in Part XIV the intended uses of the organization's endowment funds

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a–1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				0.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products . . .		
Closely-held equity interests		
Other _____		
Total. (Column (b) should equal Form 990, Part X, col. (B) line 12) ►	0.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col. (B) line 13) ►	0.	

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

(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col. (B) line 15) ►	0.

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

(a) Description of liability	(b) Amount
Federal income taxes	
Other Liabilities Due to Foot Locker Inc.	20,000.
Total. (Column (b) should equal Form 990, Part X, col. (B) line 25) ►	20,000.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,196,485.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,564,311.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-367,826.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	80,834.
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4-8	9	80,834.
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-286,992.

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	443,960.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	80,834.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	185,124.
e	Add lines 2a through 2d	2e	265,958.
3	Subtract line 2e from line 1	3	178,002.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	1,018,483.
c	Add lines 4a and 4b	4c	1,018,483.
5	Total revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	1,196,485.

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	416,849.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	80,834.
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	185,124.
e	Add lines 2a through 2d	2e	265,958.
3	Subtract line 2e from line 1	3	150,891.
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	1,011,423.
b	Other (Describe in Part XIV)	4b	401,996.
c	Add lines 4a and 4b	4c	1,413,419.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	1,564,310.

Supplemental Information

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

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

► Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

OMB No 1545-0047

2008

Name of the organization

Foot Locker Foundation, Inc.

Employer identification number

52-2348625

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

- | | |
|--|--|
| ☐ mail solicitations | ☐ solicitation of non-government grants |
| ☐ email solicitations | ☐ solicitation of government grants |
| ☐ phone solicitations | ☒ special fundraising events |
| ☐ in-person solicitations | |

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization Form 990-EZ filers are not required to complete this table.

(i) Name 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 (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total				0.	0.	0.

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

Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a List events with gross receipts greater than \$5,000

		(a) Event #1 <u>On Our Feet</u> (event name)	(b) Event #2 (event name)	(c) Other Events (total number)	(d) Total Events (sum of (a)-(c))
Revenue	1 Gross receipts	1,003,983.			1,003,983.
	2 Less (Charitable contributions)	777,383.			777,383.
	3 Gross revenue (line 1 minus line 2)	226,600.	0.	0.	226,600.
Direct Expenses	4 Cash prizes				0.
	5 Non-cash prizes				0.
	6 Rent/Facility costs				0.
	7 Other direct expenses ...	185,124.			185,124.
	8 Direct expense summary (Sum lines 4-7, column (d))				185,124.
	9 Net income summary (Enter the difference between lines 3(d) and 8(d))				41,476.

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (sum of (a)-(c))
Revenue	1 Gross Revenue				0.
Direct Expenses	2 Cash Prizes				0.
	3 Non-Cash Prizes				0.
	4 Rent/Facility Costs ..				0.
	5 Other Direct Expenses				0.
	6 Volunteer Labor	☐ Yes _____% ☐ No	☐ Yes _____% ☐ No	☐ Yes _____% ☐ No	
	7 Direct expense summary (Sum lines 2-5, column (d))				0.
	8 Net gaming income summary (Enter the difference between lines 1(d) and 7(d))				0.

		Yes	No
9	Enter the state(s) in which the organization operates gaming activities: _____		
a	Is the organization licensed to operate gaming activities in each of these states?		
b	If "No," Explain: _____		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?		
b	If "Yes," Explain: _____		
11	Does the organization operate gaming activities with nonmembers?		
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?		

Yes No

13 Indicate the percentage of gaming activity operated in

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

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

Name. _____

Address. _____

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

- b** If "Yes," enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____
- c** If "Yes," enter name and address:

Name. _____

Address. _____

16 Gaming Manager Information

Name _____

Gaming Manager Compensation \$ _____

Description of Services Provided. _____

☐ Director/Officer☐ Employee☐ Independent Contractor**17** Mandatory Distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?
- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$ _____

17a

**SCHEDULE I
(Form 990)****Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2008

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

Name of the organization

Foot Locker Foundation, Inc.

Employer identification number

52-2348625

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 ☒ Yes ☐ No

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Schedule I-1 (Form 990) if additional space is needed ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
United Negro College Fund	13-1624241		1,036,423.				
American Cancer Society	16-0743902		60,000.				
American Heart Association	13-5613797		30,000.				
American Jewish Committee	13-5563393		10,000.				
Arthur Ashe Foundation	11-3185372		9,000.				
Big Brother Big Sister	13-5600383		10,000.				
BRAG	13-3350163		15,000.				
Fresh Air Fund	13-1656653		10,000.				
NIAF East Coast Gala	52-1071723		10,000.				
St Francis Hospital Foundation	11-2050523		17,000.				
The ARC of Palm Beach County	59-0883386		15,000.				

2 Enter total number of section 501(c)(3) and government organizations.

3 Enter total number of other organizations

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

BKA

WFO P FDY192-001 1

Schedule I (Form 990) 2008

Continuation Sheet for Schedule I (Form 990)

► Attach to Form 990 to list additional information for Part II and Part III, Schedule I (Form 990).

Employer identification number

52-2348625

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

[illegible]

2	Enter total number of Section 501(c)(3) and government organizations
---	--

3 Enter total number of other organizations

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

BKA

WK8 P EDPY192-001 1

Schedule I-1 (Form 990) 2008

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2008

Name of the organization

Foot Locker Foundation, Inc.

Employer identification number

52-2348625

Part VI, Item 2 - All of the officers and directors of the Foundation are employees of Foot Locker, Inc.

Part VI, Item 7(a) - All of the directors of the Foundation are selected by the senior officers of Foot Locker, Inc.

Part VI, Item 8 - Board minutes are prepared annually.

Part VI, Item 10 - All directors sign and review the audited financial statements of the Foundation. They then require the responsible tax officer of the Foundation to prepare the Form 990 in a manner consistent with those financial statements

Part VI, Item 12 - The officers and directors of the Foundation are all employees of Foot Locker, Inc. and are all bound by the Foot Locker, Inc., Code of Conduct. Each officer and directors must review this policy every year and certify that they are in compliance with it.

Part VI, Items 13 & 14 - The Foundation's directors and officers are all bound by the whistleblower and document retention policies of Foot Locker, Inc.

Part VI, Item 15 - No director or officer receives any compensation from the Foundation and the Foundation has no employees.

**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
► See separate instructions.

OMB No 1545-0047

2008

Name of the organization

Foot Locker Foundation, Inc.

Employer identification number

52-2348625

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity

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

BKA

WB P FDV192-001 1

Schedule R (Form 990) 2008

Transactions With Related Organizations**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV**1** During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)
- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)
- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees
- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses
- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
1a		X
1b		X
1c	X	
1d		X
1e		X
1f		X
1g		X
1h		X
1i		X
1j		X
1k		X
1l	X	
1m		X
1n		X
1o		X
1p		X
1q		X
1r		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1)Foot Locker Inc.		c	323,111.
(2)Foot Locker Inc.		1	80,834.
(3)			
(4)			
(5)			
(6)			



FOOT LOCKER FOUNDATION, INC.

Financial Statements

January 31, 2009 and February 2, 2008

(With Independent Auditors' Report Thereon)



KPMG LLP
345 Park Avenue
New York, NY 10154

Independent Auditors' Report

The Board of Directors
Foot Locker Foundation, Inc.:

We have audited the accompanying statements of financial position of Foot Locker Foundation, Inc. (the Foundation) as of January 31, 2009 and February 2, 2008, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Foot Locker Foundation, Inc. as of January 31, 2009 and February 2, 2008, and the changes in its net assets and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

KPMG LLP

August 14, 2009

FOOT LOCKER FOUNDATION, INC.

Statements of Financial Position

January 31, 2009 and February 2, 2008

	Assets	January 31, 2009	February 2, 2008
Cash		\$ 561,573	466,149
Contributions receivable		113,200	35,500
Prepaid expenses		—	20,000
Total assets		<u>\$ 674,773</u>	<u>521,649</u>
Liabilities and Net Assets			
Liabilities:			
Accounts payable and accrued expenses		\$ 14,175	476
Due to Foot Locker, Inc.		—	20,000
Due to beneficiaries		<u>620,987</u>	<u>488,673</u>
		635,162	509,149
Net assets – unrestricted		<u>39,611</u>	<u>12,500</u>
Total liabilities and net assets		<u>\$ 674,773</u>	<u>521,649</u>

See accompanying notes to financial statements.

FOOT LOCKER FOUNDATION, INC.

Statements of Activities

Years ended January 31, 2009 and February 2, 2008

	January 31, 2009			February 2, 2008		
	Unrestricted	Temporarily restricted	Total	Unrestricted	Temporarily restricted	Total
Revenues						
Foot Locker, Inc. contributions	\$ 323,111	—	323,111	271,250	—	271,250
Donated goods and services	120,849	—	120,849	164,084	—	164,084
	<u>443,960</u>	<u>—</u>	<u>443,960</u>	<u>435,334</u>	<u>—</u>	<u>435,334</u>
Special event						
Contributions raised for the event	—	1,003,983	1,003,983	—	1,121,714	1,121,714
Contributions held for distribution to the beneficiaries	—	(601,987)	(601,987)	—	(647,969)	(647,969)
Contributions retained for expenses	—	(401,996)	(401,996)	—	(473,745)	(473,745)
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Expenses						
Donated goods and services	120,849	—	120,849	164,084	—	164,084
Grants and awards	296,000	—	296,000	258,750	—	258,750
	<u>416,849</u>	<u>—</u>	<u>416,849</u>	<u>422,834</u>	<u>—</u>	<u>422,834</u>
Increase in net assets	27,111	—	27,111	12,500	—	12,500
Net assets at beginning of year	12,500	—	12,500	—	—	—
Net assets at end of year	<u>\$ 39,611</u>	<u>—</u>	<u>39,611</u>	<u>12,500</u>	<u>—</u>	<u>12,500</u>

See accompanying notes to financial statements

FOOT LOCKER FOUNDATION, INC.

Statements of Cash Flows

Years ended January 31, 2009 and February 2, 2008

	January 31, 2009	February 2, 2008
Cash flows from operating activities:		
Increase in net assets	\$ 27,111	12,500
Adjustments to reconcile increase in net assets to net cash provided by operating activities:		
Change in assets and liabilities:		
(Increase) decrease in contributions receivable	(77,700)	176,080
Decrease (increase) in prepaid expenses	20,000	(20,000)
Increase (decrease) in accounts payable and accrued expenses	13,699	(6,409)
Increase (decrease) in due to beneficiaries	132,314	(59,027)
(Decrease) increase due to Foot Locker, Inc.	(20,000)	20,000
Net cash provided by operating activities	95,424	123,144
Cash at beginning of year	466,149	343,005
Cash at end of year	<u>\$ 561,573</u>	<u>466,149</u>

See accompanying notes to financial statements.

FOOT LOCKER FOUNDATION, INC.

Notes to Financial Statements

January 31, 2009 and February 2, 2008

(1) Description of Organization

Foot Locker Foundation, Inc. (the Foundation) is a Delaware not-for-profit organization, recognized under Section 501(c)(3) of the Internal Revenue Code (the Code) established on October 23, 2001 for purposes of receiving, maintaining and disbursing funds for sponsoring and encouraging charitable, educational and athletic activities.

The Foundation is committed to supporting youth, athletics, education, and the communities in which Foot Locker, Inc. (FLI) has operations. The Foundation is dependent on the continued financial and administrative support of FLI. FLI has committed that it will provide support to the Foundation sufficient for it to satisfy its obligations as they come due, until January 31, 2010, and will satisfy on a timely basis all liabilities and obligations of the Foundation that the Foundation is unable to satisfy when due, from the date of this letter through and including January 31, 2010. In addition, FLI will not require the repayment of any loans or advances that FLI (or any of its subsidiaries) may provide until subsequent to January 31, 2010.

The Foundation holds an annual "On Our Feet" event for a sole beneficiary. The beneficiary of the 2008 and 2007 events was the United Negro College Fund (UNCF). In addition, the Foundation made contributions to other organizations, which were funded by donations from FLI.

(2) Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of the Foundation have been prepared on the accrual basis of accounting. The Foundation's net assets, revenues, and expenses are classified based on the existence and absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as follows:

- Temporarily restricted net assets – net assets subject to donor-imposed stipulations that will be met either by actions of the Foundation and/or the passage of time.
- Unrestricted net assets – net assets not subject to donor-imposed stipulations.

Unconditional promises to give cash and other assets to the Foundation are reported at fair value at the date the promise is received. In the absence of a promise, unconditional contributions are reported at fair value at the date the gift is received. The gifts are reported as either temporarily or permanently restricted support if they are received with donor stipulations that limit the purpose of the donated assets or impose a time restriction. The Foundation does not have any temporarily or permanently restricted assets. When a donor restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified as unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Donor-restricted contributions, whose restrictions are met within the same year as received, are reported as unrestricted contributions in the accompanying financial statements.

FOOT LOCKER FOUNDATION, INC.

Notes to Financial Statements

January 31, 2009 and February 2, 2008

Donors' response to the request of the Foundation to the 2008 and 2007 "On Our Feet" events indicated that the proceeds of the campaign would be distributed to UNCF as the beneficiary of these events. At January 31, 2009, the Foundation owed UNCF \$620,987 for 2008 and 2007 events. At February 2, 2008, the Foundation owed UNCF \$488,673 for the 2007 and 2006 events.

Donated goods and services are recognized as revenue and expenses at the fair value of those goods and services provided to the Foundation. The fair value of the services received from FLI employees is calculated based on the employees' compensation. These services meet the criteria for recognition under Financial Accounting Standards Board Statement No. 116, *Accounting for Contributions Received and Contributions Made*. FLI employees performed certain administrative services, whose fair value was determined to be \$80,834 and \$74,194, in 2008 and 2007, respectively. In addition, certain third parties contributed goods for the "On Our Feet" event whose fair value was determined to be \$40,015 and \$89,890 in 2008 and 2007, respectively. The fair value ascribed to these goods was determined by calculating the difference between the market value of the goods provided and the fair value of the "On Our Feet" tickets given to the vendors in exchange for these goods.

(b) Reporting Period

The reporting period for the Foundation is the Saturday closest to the last day in January. References to years in these financial statements relate to fiscal years rather than calendar years.

(c) Accounting Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingencies at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(d) New Accounting Pronouncements

In June 2006, FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – An Interpretation of FASB Statement No. 109 (FIN 48)*. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements. FIN 48 requires entities to determine whether it is more-likely than-not that a tax position will be sustained upon examination by the appropriate taxing authorities before any part of the benefit can be recorded in the financial statements. FIN 48 is effective for the Foundation's January 30, 2010 financial statements. The adoption of FIN 48 is not expected to have a significant impact on the Foundation's financial statements.

(3) Contribution Receivable

Contributions receivable are expected to be collected within 12 months of the end of each year.

(4) Federal Income Taxes

The Foundation is recognized under Section 501(c)(3) of the Internal Revenue Code (the Code) and is therefore exempt from Federal income taxes pursuant to Section 501(a) of the Code.