Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note: *The foundation may be able to use a copy of this return to satisfy state reporting requirements.*

OMB No. 1545-0052

2008

For calendar year 2008, or tax year beginning June 1 **, 2008, and ending** May 31 **, 2009**

G Check all that apply: ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: NIKE FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address): ONE BOWERMAN DRIVE | Room/suite:

City or town, state, and ZIP code: BEAVERTON OR 97005-6453

A Employer identification number: 93-1159948

B Telephone number (see page 10 of the instructions): 503-671-6453

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 29,174,327

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) STMT 1	15,004,600			
	2 Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	146,857	146,857	0	
	4 Dividends and interest from securities				
	5a Gross rents	10,200	10,200		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a 0				
	7 Capital gain net income (from Part IV, line 2)			0	
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
	b Less: Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule) STMT 1	31,257			
	12 **Total.** Add lines 1 through 11	15,192,914	157,057	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			0
	14 Other employee salaries and wages	0			0
	15 Pension plans, employee benefits	0			0
	16a Legal fees (attach schedule)	0			0
	b Accounting fees (attach schedule)	0			0
	c Other professional fees (attach schedule) STMT 2	1,193,403			1,193,403
	17 Interest	0			0
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	4,307	907		3,400
	19 Depreciation (attach schedule) and depletion	0			
	20 Occupancy	0			0
	21 Travel, conferences, and meetings	85,749			85,749
	22 Printing and publications	305,126			305,126
	23 Other expenses (attach schedule) STMT 3	1,999			1,999
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,590,584	907	0	1,589,677
	25 Contributions, gifts, grants paid	19,922,308			19,922,308
	26 **Total expenses and disbursements.** Add lines 24 and 25	21,512,892	907	0	21,511,985
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	(6,319,978)			
	b **Net investment income** (if negative, enter -0-)		156,150		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	7,932,305	7,391,752	7,391,752
	2 Savings and temporary cash investments	0	7,782,575	7,782,575
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ 14,000,000			
	Less: accumulated depreciation (attach schedule) ▶ 0	14,000,000	14,000,000	14,000,000
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	21,932,305	29,174,327	29,174,327
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) STMT 4	0	13,562,000	
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	13,562,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	17,269,880	7,826,644	
	25 Temporarily restricted	4,662,425	7,785,683	
	26 Permanently restricted	0	0	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	21,932,305	15,612,327	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	21,932,305	29,174,327	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	21,932,305
2 Enter amount from Part I, line 27a	2	(6,319,978)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	15,612,327
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,612,327

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a NONE			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0			0
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	13,306,171	18,076,948	0.7361
2006	10,457,330	17,353,024	0.6026
2005	10,489,955	25,770,698	0.4070
2004	5,829,218	11,886,687	0.4904
2003	3,975,873	8,954,035	0.4440

2 Total of line 1, column (d)	2	2.6801
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.5360
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	38,081,611
5 Multiply line 4 by line 3	5	20,411,743
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,562
7 Add lines 5 and 6	7	20,413,305
8 Enter qualifying distributions from Part XII, line 4	8	21,511,985

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: ______ (attach copy of ruling letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,562
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,562
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,562
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 2,806		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,806
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,244
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 1,244 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ NONE (2) On foundation managers. ▶ $ NONE			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ NONE			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	NA	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OREGON			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STATEMENT 9	10	X	

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.NIKEFOUNDATION.ORG

14 The books are in care of ▶ MARIA S. EITEL Telephone no. ▶ 503-671-6453

Located at ▶ ONE BOWERMAN DRIVE, BEAVERTON, OREGON ZIP+4 ▶ 97005-6453

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | NA

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*	3b	NA	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d). SEE STATEMENTS 10-17

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** NA

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Dalberg 205 E42nd St., Suite 1830, New York, NY 10017	Portfolio Research	258,729
Laufer Green Isaac 1100 Glendon Ave., 18th Floor, Los Angeles, CA 90024	Communications Support	224,621
Blind Mice 2226 N.E. 18th Ave., Portland, OR 97212	Creative Services	76,497
Dara Carr 1006 S.E. Nehalem, Portland, OR 97202	Program Management	65,987

Total number of others receiving over $50,000 for professional services . . . ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions. 3 NONE	
Total. Add lines 1 through 3 . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,253,549
b	Average of monthly cash balances	1b	11,407,985
c	Fair market value of all other assets (see page 25 of the instructions)	1c	14,000,000
d	**Total** (add lines 1a, b, and c)	1d	38,661,534
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	38,661,534
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	579,923
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,081,611
6	**Minimum investment return.** Enter 5% of line 5	6	1,904,081

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,904,081
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,562		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,562
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,902,519
4	Recoveries of amounts treated as qualifying distributions			4	31,257
5	Add lines 3 and 4			5	1,933,776
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,933,776

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	21,511,985
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	21,511,985
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,562
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	21,510,423

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7				1,933,776
2	Undistributed income, if any, as of the end of 2008:				
a	Enter amount for 2007 only			0	
b	Total for prior years: 20____,20____,20____		0		
3	Excess distributions carryover, if any, to 2007:				
a	From 2003 ... 0				
b	From 2004 ... 1,717,614				
c	From 2005 ... 9,208,568				
d	From 2006 ... 9,593,621				
e	From 2007 ... 12,404,976				
f	Total of lines 3a through e	32,924,779			
4	Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 21,511,985				
a	Applied to 2007, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2008 distributable amount				1,933,776
e	Remaining amount distributed out of corpus	19,578,209			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	52,502,988			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 27 of the instructions)	19,578,209	STATEMENT 19		
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	32,924,779			
10	Analysis of line 9:				
a	Excess from 2004 ... 1,717,614				
b	Excess from 2005 ... 9,208,568				
c	Excess from 2006 ... 9,593,621				
d	Excess from 2007 ... 12,404,976				
e	Excess from 2008 ... 0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling . . . . ▶ NA

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 6

b The form in which applications should be submitted and information and materials they should include:

SEE STATEMENT 6

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE STATEMENT 6

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 7				19,922,308
Total ▶ 3a				19,922,308
b *Approved for future payment*				
SEE STATEMENT 8				11,369,038
Total ▶ 3b				11,369,038

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	146,857	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	10,200	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Refund of Grants					31,257
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		157,057	31,257

13 Total. Add line 12, columns (b), (d), and (e) 13 188,314

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: BRIAN CHRISTIANSEN — Date: 12/12/11 — Title: DIRECTOR OF FINANCE & OPERATIONS

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no.	

NIKE FOUNDATION
FORM 990-PF
EIN: 93-1159948
FYE: 5-31-09

Form 990-PF, Part 1, Line 1 -

Payor	Amount
NoVo Foundation	$ 15,000,000
Employee Contributions	$ 726
Nike Matching Gift Contributions	$ 1,600
Miscellaneous Contributors	$ 2,274
Total	**$ 15,004,600**

Form 990-PF, Part 1, Line 11

Payor	Amount
Intl Bank for Reconstruction & Dev.	$ 8,014
Technoserve	$ 22,344
PATH	$ 899
Total	**$ 31,257**

NIKE FOUNDATION
990-PF Supplementary Statement
Other Professional Fees
FYE May 31, 2009

EIN: 93-1159948

Form 990-PF, Part I, Line 16c -

Organization Name	Amount	Description
Kelly Services	$ 282,086	Employment Services
Erin Moomey	$ 37,527	Communications Assistant
Margaret Hess	$ 435	Communications Assistant
Amy Babchek	$ 3,127	Program Management
Martine Purcell	$ 440	Prof Services - Translation of Grantee Document
Matthew DeGalan	$ 20,250	Program Management & Strategic Initiatives
Navtej Dhillon	$ 3,575	Prof Services - Geographical analysis
Jad Chabaan	$ 16,250	Prof Services - Portfolio Research
Dara Carr	$ 65,987	Program Management
Erika Bruhn	$ 4,650	Prof Services - Communications Support
Clark Nuber	$ 29,228	Due Diligence Expense
KPMG	$ 14,895	Due Diligence Expense
Jennefer Sebstad	$ 21,078	RFP Consultant
Tyson Wipper	$ 2,670	Prof Services - Creative Services
Shoul Consulting	$ 47,960	Prof Services - Communications Support
Eric Baxter	$ 3,193	Prof Services - Creative Services
Elizabeth Scharpf	$ 15,255	Prof Services - Menstrual Management Research
Joan Borg Olbrantz	$ 46,586	Creative Services - Girl Effect Launch Lead
Blind Mice	$ 76,497	Creative Services - Girl Effect Launch & Contest
Shelby Timms	$ 2,226	Administration Services
Dalberg	$ 258,729	Prof Services - Portfolio Research
Maplecroft	$ 13,138	Prof Services - Portfolio Research
Vanessa Daniel	$ 3,000	
Laufer Green Isaac	$ 224,621	Prof Services - Communications Support
Total Other Professional Fees	$ 1,193,404	

NIKE FOUNDATION **EIN: 93-1159948**
990-PF Supplementary Statement
Taxes
FYE May 31, 2009

Form 990-PF, Part I, Line 18 -

		Amount
Excise Tax	$	2,200
State Tax - DOJ	$	1,200
Property Tax -Washington County	$	907
Total Taxes	$	4,307

Form 990-PF, Part 1, Line 23

		Amount
Bank Service Charge	$	1,999

NIKE FOUNDATION
FORM 990-PF
NOTES PAYALBE
FY 5/31/2009

EIN 93-1159948

Form 990-PF, Part II, Line 21

	Note 1	Note 2
Lender's Name & Title	Nike, Inc.	Nike, Inc.
Original Amount	$5,263,000	$8,299,000
Balance Due	$5,263,000	$8,299,000
Date of Note	24-Jun-08	24-Nov-08
Maturity Date	10 business day after the land sale date.	10 business day after the land sale date.
Repayment Terms	The loan is due and payable in full no later than the date that is 10 business days following the land sale date	The loan is due and payable in full no later than the date that is 10 business days following the land sale date
Interest Rate	NONE	NONE
Security Provided by the Borrower	Land	Land
Purpose of the Loan	For Day to Day Operating Exp.	For Day to Day Operating Exp.
Description and FMV of the Consideration Furnished by the Lender.	Cash	Cash

NIKE FOUNDATION **EIN: 93-1159948**
990-PF Supplementary Statement
Information About Officers, Directors and Trustees
FYE: 5-31-09

Form 990, Part VIII, Line 1 -

(a) Name and address	(b) Title	(b) Average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
Maria S. Eitel c/o Nike, Inc. One Bowerman Drive Beaverton, OR 97005	Director/President	40	0	0	0
Hannah Jones c/o Nike, Inc. One Bowerman Drive Beaverton, OR 97005	Executive Director/ Secretary	1	0	0	0
Don Blair c/o Nike, Inc. One Bowerman Drive Beaverton, OR 97005	Director/Treasurer	1	0	0	0
Trevor Edwards c/o Nike, Inc. One Bowerman Drive Beaverton, OR 97005	Director	0.25	0	0	0
Gary DeStefano c/o Nike, Inc. One Bowerman Drive Beaverton, OR 97005	Director	0.25	0	0	0
Charles D. Denson c/o Nike, Inc. One Bowerman Drive Beaverton, OR 97005	Director	0.25	0	0	0
Mark Parker c/o Nike, Inc. One Bowerman Drive Beaverton, OR 97005	Director	0.25	0	0	0
Jennifer Buffet c/o NoVo Foundation 535 5th Ave, 33rd floor New York, NY 10017	Director	2	0	0	0
Peter Buffet c/o NoVo Foundation 535 5th Ave, 33rd floor New York, NY 10017	Director	1	0	0	0

NIKE FOUNDATION
Form 990-PF
FYE: May 31, 2009 EIN: 93-1159948

PART XV SUPPLEMENT INFORMATION (line 2a, b, d)

MISSION: The Nike Foundation envisions a powerful generation of change agents in the developing world: adolescent girls. Girls in poverty are the world's most excluded population. With physical and financial security, they can be its most transformative population, influencing not only their own futures, but those of generations to come. The Foundation works with leading local, national and international organizations to raise awareness and incite action to remove the barriers to health, education, economic opportunity and justice facing girls today. Funded by Nike Inc., the Foundation complements the company's investments in sport as a tool for social change worldwide.

ELIGIBILITY:

To be considered for a grant from the NIKE Foundation (formerly the NIKE P.L.A.Y. Foundation), U.S. applicants must be tax-exempt, nonprofit organizations as defined under Section 501(c)(3) of the Internal Revenue Code or a unit of government if the contribution is solely for charitable or public purposes. An IRS determination letter or other evidence of nonprofit status must be submitted with all grant applications.

Applicants outside the United States must be charitable in purpose and identified as non-governmental organizations (NGOs) or equivalent to a tax-exempt nonprofit organization.

The NIKE Foundation will not support organizations that discriminate against a person or a group on the basis of age, political affiliation, race, national origin, ethnicity, gender, disability, sexual orientation or religious belief.

In order to maintain focus and achieve greater impact, the NIKE Foundation will not support:

- Individuals (scholarships, stipends, personal assistance);
- For-profit ventures;
- Religious groups for religious purposes;
- Capital campaigns, endowment funds or memorials;
- Events, such as golf tournaments or dinners where NIKE receives a tangible benefit;
- Lobbying, political or fraternal activities; or
- Individual study, research or travel grants.

APPLICATION PROCEDURES:

The NIKE Foundation does not accept unsolicited proposals (grant applications). All of our grant applications for funding from the NIKE Foundation must be written and include the following information:

NIKE FOUNDATION
Form 990-PF
FYE: May 31, 2009 EIN: 93-1159948

A Summary Statement describing:
- The project purpose and objectives
- Funding being sought from NIKE Foundation and total project budget
- Financial support requested from or pledged by other corporate donors
- Relevant deadlines or project timetables

Detailed information about the applicant organization, including:
- Legal name, address, phone and fax numbers
- Name of CEO
- Name of contact person
- Organization's primary activities
- Current year's business plan and budget
- Current and audited (if available) financial statements
- Current Board of Directors

IRS determination letter or other evidence of tax-exempt status

Detailed information concerning the program or activity to be funded, including:
- Description of the program/activity, and who it will benefit
- Balanced budget
- Statement of community need
- Project goals and specific, measurable objectives
- Timetables for execution
- Principals involved in leading/coordinating the program/activity

PROPOSAL REVIEW AND APPROVAL:

The Nike Foundation staff reviews only solicited proposals through a request for proposal process. Ineligible applicants are notified of the declination as appropriate. Any material submitted with proposals is retained by NIKE Foundation and not returned.

Eligible proposals are next reviewed against Foundation criteria and strategy to determine which proposals are ultimately funded. Decisions for all grants up to $200,000 are approved by NIKE Foundation President. Grants in excess of $200,000 are approved formally by the NIKE Foundation Board of Directors.

For more information, please visit http://www.nikefoundation.org.

NIKE FOUNDATION
GRANTS & CONTRIBUTIONS PAID IN FISCAL 2009
6/1/08-5/31/09
STATEMENT 7
FORM 990-PF, PART XV, LINE 3a

EIN: 93-1153948

Name	Date Paid	Type	Num	Memo/Description	Purpose of Grant or Contribution	Foundation Status of Recipient	Account	Amount	Amount
Academy for Educational Development 1825 Connecticut Ave NW Washington, D.C.20009	05/28/2009	Check	2153	Grant # 2009-165 (Tax ID# 13-6110212) 2nd Installment of Investment	The purpose of this grant is to develop and test an urban, scalable, multi-component, project-based learning employability model for girls in Northeast Brazil.	Non Profit Charity	Cash	(129,808)	129,808
ADE Brasil Av Barbosa Lima, 149 Room 406 Recife PE50030-330 Brazil	05/28/2009	Check	2153	Grant # 2009-155 (Tax ID# 13-6110212) 2nd Installment of Investment	The purpose of this grant is to develop and test an urban, scalable, multi-component, project-based learning employability model for girls in Northeast Brazil.	EXPENDITURE RESPONSIBILITY on Profit Charity International	Cash	(524,605)	524,605
American Jewish World Service, Inc. 2027 Massachusetts Ave. NW Washington, D C. 20036	05/07/2009	Check	2134	Grant # 2009-150 (Tax ID# 22-2584370) 2nd Installment of GGI 2.0	The purpose of this grant is to make grants to grassroots organizations for appropriate programming and advocacy for adolescent girls aged 10-19 years, strengthen mechanisms and systems for reaching girls through grassroots organizations, build the capacity of grassroots organizations to deliver quality programs and contribute to creating	Non Profit Charity	Cash	(500,000)	500,000
BRAC USA	09/13/2008	Check	1944	Grant # 2009-106 (Tax ID# 20-8456741) 2nd Installment of FY07 Scale Up Investment	The purpose of the grant is to pilot BRAC's proven model for girls programming currently operational in Bangladesh and in two distinct African contexts (Tanzania and Uganda) each with different levels of BRAC infrastructure in place.	Non Profit Charity	Cash	(400,000)	400,000
11 East 44th, Suite 1600 New York NY 10017	05/01/2009	Check	2126	Grant # 2009-143 (Tax ID# 20-8456741) BRAC Africa Extension Payment #1	The purpose of SOFEA is to support a holistic social and economic empowerment program for girls that encourages significant community engagement and requires community resource contributions, to leverage the success of the ELA Kendra model to pilot an innovative new operating model that significantly reduces grant dependency over time, and to explore how the principles of investing in girls can be adopted more broadly throughout BRAC's		Cash	(543,525)	543,525
	05/18/2009	Check	2141	Grant # 2009-146 (Tax ID# 20-8456741) SOFEA 1st Installment			Cash	(683,693)	683,693
CAMFED USA Foundation 2900 M Street NW Suite 200 Washington DC 20007	04/09/2009	Check	2109	Grant # 2009-137 (Tax ID# 54-2033887) Seed Money Program	The purpose of the grant is to perform research and analysis on Zambia and Tanzania Seed Money Program (SMP) program data, and gather impact data that will focus on the Girl Effect and the broader social/economic benefits of girls' empowerment to see how girls' success with SMP reverberates within their families and immediate communities, outline how to measure it, and document best practices and financial cost/benefit analysis necessary to scale up with identified potential partners.	Non Profit Charity	Cash	(130,000)	130,000
CARE 151 Ellis Street, NE Atlanta GA 30303-2440	06/11/2008	Check	1906	Grant #2009-101 (Tax ID# 13-1685039) 1st disbursement of 3	The purpose of the grant is to adapt its successful self-managed savings & loan program (VSL) for girls, establishing a vehicle for bringing safe savings, loans and financial literacy to girls outside the	Non Profit Charity	Cash	(678,059)	678,059
Carolina for Kibera 223 East Franklin Street, CB# 5145 Chapel Hill, NC 27599-5145	11/07/2008	Check	2009	Grant # 2009-113 (Tax ID# 56-2248495) 3rd disbursement of FY06 Investment	To expand the number of safe spaces for adolescent girls ages 12-18 years living in Kibera, Nairobi's largest slum, by supporting graduates of the Binti Pamoja Center to start their own girls groups, and strengthen existing or develop new programs for participants in reproductive health, life skills training, and financial	Non Profit Charity	Cash	(17,447)	17,447
Catholic Relief Services, Inc. P.O. Box 17090 Baltimore, MD 21203-7090	04/02/2009	Check	2105	Grant # 2009-133 (Tax ID# 13-5563422) FY08 Cost Extension	To empower adolescent girls in Ethiopia through integrated programming that addresses access to education, improved health and nutrition, economic opportunity and improved social status as part of a broader food security program.	Non Profit Charity	Cash	(39,735)	39,735
Center for Global Development 1776 Massachusetts Avenue NW, #301 Washington DC 20036	06/11/2008	Check	1905	Grant # 2009-100 (Tax ID# 52-2351337) Liberia Fellow	To support two one-year fellowships as part of the Liberia Fellows Program. Fellows will serve as special assistants to the Minister of Gender and Development and the Minister of Youth and Sports in Liberia and work on a range of tasks in policy formulation and execution with a focus on the economic empowerment of adolescent girls	Non Profit Charity	Cash	(157,144)	157,144
	04/22/2009	Check	2114	Grant # 2009-138 (Tax ID# 52-2351337) 2nd disbursement (unrestricted)	To allow CGD to expand its focus on the Millennium Development Goals and global poverty solutions, with a particular focus on the role of adolescent girls in household, community and national welfare, both today and in future generations, and how donor agencies and corporations can more effectively create opportunities for young girls to reach their potential.		Cash	(50,000)	50,000
	04/22/2009	Check	2115	Grant # 2009-139 (Tax ID# 52-2351337) final disbursement (restricted)			Cash	(50,000)	50,000

NIKE FOUNDATION
GRANTS & CONTRIBUTIONS PAID IN FISCAL 2009
6/1/08-5/31/09
STATEMENT 7

EIN: 93-1159948

Columbia University 314 Low Library 535 West 116th St. New York NY 10027	11/24/2008	Check	2032	Grant # 2009-118 (Tax ID# 13-5598093) Final disbursement of FY08 Investment	The purpose of the grant is to support national advocacy efforts by select African governments to influence policies and programs for adolescent girls, and to develop and implement integrated intervention action plans that empower adolescent girls and women in rural communities in Sub-Saharan Africa.	Non Profit Charity	Cash	(317,000)	317,000
	04/29/2009	Check	2122	Grant # 2009-118 (Tax ID# 13-5598093) Final disbursement of FY08 Investment			Cash	(1,000)	1,000
Empower 32 Broadway, 10th floor New York City, New York 10004	05/15/2009	Check	2140	Grant # 2009-153 (Tax ID# 03-0529005) 2nd disbursement of GGI 2.0 Investme	The purpose of this grant is to make grants to grassroots organizations for appropriate programming and advocacy for adolescent girls aged 10-19 years, strengthen mechanisms and systems for reaching girls through grassroots organizations, build the capacity of grassroots organizations to deliver quality programs and contribute to creating knowledge and evidence collaboration	Non Profit Charity	Cash	(588,000)	588,000
Engender Health 440 Ninth Avenue New York NY 10001	05/07/2009	Check	2135	Investment	The purpose of the grant is to allow Grantee to transform an informal network of young Indigenous Guatemalan female leaders into a permanent Indigenous Guatemalan girl-led organization and to support the lateral viral expansion of a local, sustainable, Indigenous girl-led network.	Non Profit Charity	Cash	(236,582)	236,582
Equality Now, Inc. PO Box 20646 Columbus Circle Station New York NY 10023	03/19/2009	Check	2099	Grant # 2009-131 (Tax ID# 13-3660566) Extension of FY08 Seed Grant	The purpose of the grant is to allow Grantee to build the capacity of the Adolescent Girls' Legal Defense Fund, enabling the enforcement of laws protecting girls' human rights and powerful advocacy for broader impact as well as enabling the Nike Foundation to learn more about the issues and challenges of enforcing girls' rights and the impact on the community when these issues are publicized.	Non Profit Charity	Cash	(23,000)	23,000
Firelight Foundation 740 Front Street, Suite 380 Santa Cruz, CA 95060	05/28/2009	Check	2149	Grant # 2009-162 (Tax ID# 77-0529657) 2nd installment of GGI 2.0	The purpose of this grant is to make grants to grassroots organizations for appropriate programming and advocacy for adolescent girls aged 10-19 years, strengthen mechanisms and systems for reaching girls through grassroots organizations, build the capacity of grassroots organizations to deliver quality programs and contribute to creating knowledge and evidence collaboration with the Grassroots Girls Initiative.	EXPENDITURE RESPONSIBILITY Non Profit Charity Private	Cash	(517,500)	517,500
Freedom from Hunger 1644 DaVinci Court Davis, CA 95616	10/01/2008	Check	1983	Grant #2009-109 (Tax ID# 95-1647835) Final disbursement of FY08 Investment	To test expanding existing initiative aimed at helping women's self-help groups to integrate adolescent girls and advance their access to resources and influence in rural India.	Non Profit Charity	Cash	(363,370)	363,370
Friends of WWB USA, Inc. 8 W 40th Street New York NY 10018	04/27/2009	Check	2120	Grant # 2009-142 (Tax ID# 13-3101527) 2nd disbursement	To enable Grantee to support two Women's World Banking ("WWB") network members (Asia and Latin America) to design, market, and deliver savings products and financial education to girls age 7-24. The grant enables Grantee to test an MFI-led sustainable business model for girls' savings products on 2 continents and, if successful, paves the way for uptake among a greater number of WWB network members and other MFIs.	Non Profit Charity	Cash	(648,643)	648,643
Fundacion Paraguaya Manuel Blinder 5589 esq. Tte. Espinoza Asuncion, Paraguay	07/30/2008	Check	1933	Grant # 2009-103 1st d sbursement	The purpose of this grant is to design and test an all girls, financially self-sufficient farm school model adapted from a successful co-ed model.	EXPENDITURE RESPONSIBILITY on Profit Charity International	Cash	(624,750)	624,750
Global Fund for Children 1101 Fourteenth Street NW Suite 420 Washington, DC 20005	04/09/2009	Check	2108	Grant # 2009-138 (Tax ID# 56-1834887) Final BT disbursement	The purpose of the grant is to allow Grantee to bring practitioners, film experts and adolescent girls together to create a package of knowledge (toolkit/guidelines) about how to meaningfully involve adolescent girls in the production of video films about girls' experiences and girls' programming, and use these films for multiple purposes	Non Profit Charity	Cash	(105,250)	105,250
	05/04/2009	Check	2128	Grant # 2009-148 (Tax ID# 56-1834887) 2nd disbursement of GGI 2.0	The purpose of this grant is to make grants to grassroots organizations for appropriate programming and advocacy for adolescent girls aged 10-19 years, strengthen mechanisms and systems for reaching girls through grassroots organizations, build the capacity of grassroots organizations to deliver quality programs		Cash	(480,000)	480,000

EIN: 93-1159948

Global Fund for Women 1375 Sutter Street, Suite 400 San Francisco, CA 94109	05/14/2009	Check	2139	Grant # 2009-154 (Tax ID# 77-0155782) 2nd Installment of GGI 2.0 Investment	The purpose of this grant is to make grants to grassroots organizations for appropriate programming and advocacy for adolescent girls aged 10-19 years, strengthen mechanisms and systems for reaching girls through grassroots organizations, build the capacity of grassroots organizations to deliver quality programs and contribute to creating knowledge and evidence collaboration	Non Profit Charity	Cash	(400,000)	400,000
Grameen Research Inc. 500 W. Cummings Park Ste. 5200 Woburn MA 01801	05/20/2009	Check	2144	Grant # 2009-157 (Tax ID# 20-8498163) Nurse Institute Investment	The purpose of the grant is to provide Grantee financial support to construct and operate the Grameen Nurse Institute in Bangladesh for the development and delivery of an innovative healthcare solution for girls.	Non Profit Charity	Cash	(1,000,000)	1,000,000
Harambee Centre PO Box 6817 Portland OR 97228-6817	04/09/2009	Check	2107	Grant # 2009-135 (Tax ID# 93-1293913) General Operating Support extension	To provide Grantee general operating support to address key organizational infrastructure issues to run effective programs connecting people in the Pacific Northwest to people, including girls, in Africa	Non Profit Charity	Cash	(7,500)	7,500
ICRW	08/22/2008	Check	1955	Grant # 2009-106 (Tax ID# 52-1081455) 2nd Amendment for FY07 Program Su	The purpose of the grant is to allow Grantee to Develop and implement a framework for measuring the empowerment of girls, provide strategic input to Nike Foundation and partners on initiatives for girls' empowerment, and measure the impact of select initiatives in three to five developing countries.	Non Profit Charity	Cash	(150,000)	150,000
	11/21/2008	Check	2024	Grant 2009-117 (Tax ID# 52-1081455) Amendment #3 to FY08 Agreement			Cash	(400,000)	400,000
1120 20th Street NW, Suite 500 North	04/23/2009	Check	2117	Grant # 2009-141 (Tax ID# 52-1081455)			Cash	(27,565)	27,565
Washington DC 20036	05/21/2009	Check	2148	Grant # 2009-161 (Tax ID# 52-1081455) 1st Installment of M&E Investment			Cash	(535,214)	535,214
IDLO USA 800 18th St., NW Washington DC 20006	10/01/2008	Check	1987	Grant #2009-110 (Tax ID# 52-1312603)	The purpose of the grant is to allow Grantee to conduct research and publish a study on the legal protection afforded to girls in Kenya, Ethiopia, Bangladesh and India, focusing on (1) girls' birth registration and other modes of official registration and contact with the government and (2) girls' protection from early marriage, sexual exploitation, trafficking, and exploitative labor and how the issues impact girls' economic development	Non Profit Charity	Cash	(100,000)	100,000
Int'l Bank for Reconstruction & Dev. 1818 H Street N W, Washington DC 20433	05/20/2009	WT	WT	Grant # 2009-155 2nd disbursement of AGI Investment in Liberia	Economic Empowerment: This project is in partnership with the World Bank and embedded within the government's development plan (ie Liberia's PRSP), targeting training and employment opportunities .	EXPENDITURE RESPONSIBILITY on Profit Charity International	Cash	(1,000,000)	1,000,000
JSI Research and Training, Inc. 44 Farnsworth St Boston MA 02210-1211	05/20/2009	Check	2143	Grant # 2009-156 (Tax ID# 04-2679824) Liberia Fellows Investment	To support two one-year fellowships as part of the Liberia Fellows Program. Fellows will serve as special assistants to the Minister of Gender and Development and the Minister of Youth and Sports in Liberia and work on a range of tasks in policy formulation and execution with a focus on the economic empowerment of adolescent girls	Non Profit Charity	Cash	(163,765)	163,765
Maplecroft	12/12/2008	WT	WT	Grant #2009-123 1st Installment of grant			Cash	(70,759)	70,759
	04/24/2009	WT	WT	Grant # 2009-123 2nd Installment of FY09 Investment	To support the creation of a user-friendly database consisting of data sourced from organizations operating in the public interest (UN agencies, multilateral agencies, NGOs, academic institutions) that reflect adolescent girls' experiences with regard to general and reproductive health, security, education, economic opportunities and policy environments	EXPENDITURE RESPONSIBILITY	Cash	(73,457)	73,457
	04/29/2009	WT	WT	Grant # 2009-128 Amendment		For Profit Organization	Cash	(37,489)	37,489
Mercy Corps	04/02/2009	Check	2104	Grant # 2009-132 (Tax ID# 91-1148123) 2nd disbursement for China GLOW	The purpose of the grant is to help empower and equip YI girls living in Sichuan Province, China with the life-skills, health and economic options necessary to cope and move beyond the challenges of urban migration and the growing HIV/AIDS epidemic.	Non Profit Charity	Cash	(256,000)	256,000
	05/28/2009	Check	2151	Grant # 2009-163 (Tax ID# 91-1148123) Final Installment of GLOW program			Cash	(134,500)	134,500
	04/30/2009	Check	2123	Grant # 2009-143 (Tax ID# 91-1148123) Mercy Corps Fellow FY09	To support one Fellow under the Nike Foundation-Mercy Corps Fellowship program. Grant funds may be used by Grantee to pay, among other things, Fellow's salary, benefits, communications costs and agreed-upon travel expenses during the grant term. The Fellowship is designed to integrate private sector and adolescent girl expertise to Mercy Corps through targeted projects and deliverables.		Cash	(60,000)	60,000
3015 SW First Ave. Portland OR 97201	05/01/2009	Check	2127	Grant # 2009-147 (Tax ID# 91-1148123) Mercy Corps Fellow - PM			Cash	(100,000)	100,000

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Microfinance Opportunities									
1701 K Street NW, Suite 650 Washington DC 20006	05/20/2009	Check	2146	Grant # 2009-159 (Tax ID# 30-0076767) 2nd disbursement of investment	To allow Grantee to work in partnership with three Savings grantees (CARE, Population Council Kenya and Women's World Banking) to develop financial education products adapted to each cultural context and to help identify and develop appropriate delivery systems for financial education.	Non Profit Charity	Cash	(352,008)	352,008
Millennium Promise									
650 Madison Ave., 23rd Floor New York NY 10022	11/21/2008	Check	2023	Grant # 2009-116 (Tax ID# 20-3042135) 3rd disbursement of 5		Non Profit Charity	Cash	(300,000)	300,000
	05/21/2009	Check	2142	Grant # 2009-140 (Tax ID# 20-3042135) 4th disbursement of grant	The purpose of the pledge is to allow Pledgee to support a Millennium Village in Africa with scientific and other interventions in areas such as health, food production, education, access to clean water, and essential infrastructures to enable some of the world's most impoverished citizens to escape extreme poverty		Cash	(300,000)	300,000
One World Childrens Fund									
1009 General Kennedy Avenue #2 San Francisco CA 94129	02/13/2009	Check	2082	Grant # 2009-127 (Tax ID# 77-0479205) Girls Helping Girls Investment	General operating support	Non Profit Charity	Cash	(1,500)	1,500
Opportunity International									
2122 York Road Oak Brook, Illinois 60523	05/20/2009	Check	2145	Grant # 2009-158 (Tax ID# 54-0907624) Final installment of investment	To allow Grantee to directly and indirectly provide security and stability to over 500,000 adolescent girls by offering them and their families micro'nsurance products tailored to the specific needs of the girls in Uganda and in one additional country to be mutually agreed upon by Opportunity and Nike Foundation.	Non Profit Charity	Cash	(550,000)	550,000
Private Agencies Cooperating Together, Inc. (PACT)									
1200 18th St. NW Suite 350 Washington, DC 20036	03/04/2009	Check	2091	Grant #2009-129 (Tax ID# 13-2702768) GEM II Ethiopia 1st disbursement	To further test and refine a package of interventions that supports adolescent girls' success in secondary school and their critical transitions from secondary school to economic activity when school is no longer an option.	Non Profit Charity	Cash	(315,770)	315,770
Partners of the Americas/ICA									
1424 K Street NW, #700 Washington DC 20005	05/28/2009	Check	2150	Grant # 2009-160 (Tax ID# 52-0848769) 2nd disbursement of investment	To develop and test a sport based, comprehensive economic empowerment model for girls in three distinct geographic areas of Brazil.	EXPENDITURE RESPONSIBILITY on Profit Charity International	Cash	(517,409)	517,409
Programs for Appropriate Health in Technology (PATH)									
1455 NW Leary Way Seattle WA 98107-5136	12/02/2008	Check	2037	Grant# 2009-121 (Tax ID# 91-1157127) 2nd disbursement of Men & Boys Investment	The purpose of the grant is to allow Grantee to develop a merit-based program model that can be used by youth-serving organizations worldwide to advance gender equity and empower girls. Merit-based programming will reward boys and young men for treating girls and young women as equals. PATH will test the effectiveness of the model in two different contexts.	Non Profit Charity	Cash	(458,083)	458,083
	02/13/2009	Check	2061	Grant# 2009-126 (Tax ID# 91-1157127) Amendment for FY07 Men & Boys Inve			Cash	(140,013)	140,013
Pacific Institute for Women's Health (PIWH)									
	01/09/2009	Check	2062	Grant # 2009-124 (Tax ID# 95-4743109) 2nd Installment of Grant (Promundo)	The purpose of the grant is to pilot a scale-up within the school system of two countries of programs to promote gender-equitable practices among men and boys in India and Brazil to promote the empowerment of adolescent girls, and pilot a program in two countries to engage fathers on issues related to the health and empowerment of daughters.	Non Profit Charity	Cash	(500,000)	500,000
3450 Wilshire Blvd, Ste 1000 Los Angeles CA 90010	02/12/2009	Check	2076	Grant# 2009-125 (Tax ID# 95-4743109) Promundo Global Symposium	The purpose of this grant is to provide support to the Grantee for the Global Symposium on Engaging Men and Boys in Achieving Gender Equality, scheduled for March 30-April 3 in Rio de Janeiro, Brazil.		Cash	(45,000)	45,000
Population Council, Inc.									
One Dag Hammarskjold Plaza	12/16/2008	Check	2051	Grant # 2009-122 (Tax ID# 13-1687001) Final Disbursement of Kenya Trie Investment	To work with Binti Pamoja and K-Rep Development Agency in Kenya to help broaden our limited understanding of the adolescent experience in the Kibera slum area of Nairobi and develop context-appropriate programs for them, and support education, financial literacy and microenterprise programs for vulnerable adolescent girls living in other parts of Kenya or the developing world.	Non Profit Charity	Cash	(60,580)	60,580
New York, New York 10017	02/18/2009	Check	2083	Grant # 2009-128 (Tax ID# 13-1687001) 2nd disbursement Girl Expert Investment			Cash	(281,493)	281,493
	03/18/2009	Check	2098	Grant # 2009-130 (Tax ID# 13-1687001) Ethiopia Brain Trust 2nd Disbursement	The purpose of the grant is to allow Grantee to provide expertise in continuing to nurture capacity to do targeted and focused investments and work with adolescent girls in poverty		Cash	(154,765)	154,765
	05/07/2009	Check	2136	Grant # 2009-151 (Tax ID# 13-1687001) 2nd & 3rd disbursements of Savings Investment	To lead a Brain Trust of Practitioners in Ethiopia to inform, expand and leverage programming for rural girls in the country .		Cash	(342,115)	342,115
	05/14/2009	Check	2137	Grant # 2009-152 (Tax ID# 13-1687001) Final disbursement of Kenya BT Investment	To build on PC's and MicroSave's market research work to develop, pilot and scale up savings products for girls in urban Kenya and Uganda.		Cash	(140,000)	140,000
					To bring experts, professionals, and adolescent girls together to create a package of knowledge (best practices, tool-kit, guidelines) on girls' programming in an urban context and to explore the				

EIN: 93-1159948

Reach Global 1450 4th Street Studio 12 Berkley CA 94710	05/28/2009	Check	2154	Grant # 2009-168 1st Installment of Reach Global Investment	The purpose of this grant is to support Reach India's training infrastructure and increase Reach India's capacity to serve more women and children.	EXPENDITURE RESPONSIBILITY Establishing Non Profit Status	Cash	(150,000)	150,000
Save the Children 54 Wilton Road Westport, CT 06880	01/14/2009	Check	2063	Grant # 2009-108 (Tax ID# 06-0726487) 3rd Installment of Grant + Extension	To empower adolescent girls through improved skills and access to quality education, health and credit services so that they are valued in their communities and have a stronger sense of their abilities and rights, resulting in a reduction in household and community poverty and food insecurity. The program will be integrated with ongoing food security programs in Bangladesh and Malawi.	Non Profit Charity	Cash	(611,313)	611,313
	05/28/2009	Check	2152	Grant # 2009-164 (Tax ID# 06-0726487) 2nd Installment of SAVE Amendment			Cash	(303,461)	303,461
Social Enterprises, Inc. 1231 NW Hoyt St. Suite 404 Portland OR 97209	03/03/2009	Check	2090	Grant to support Water for All (South Africa Tax reference number - 988851414	General operating support investment.	EXPENDITURE RESPONSIBILITY For Profit Organization	Cash	(1,500)	1,500
Synergos Institute 51 Madison Avenue, 21st Floor New York NY 10010	10/02/2008	Check	1989	Grant #2009-112 (Tax ID# 13-3392006) 2nd disbursement of FY07 Investment	The purpose of the grant is to develop and pilot a low-cost and replicable girls' component within a larger, comprehensive child malnutrition program. The girls' component will test whether investing in girls empowerment, knowledge of and access to government programs/services, and nutrition/health education before girls have children can affect the health of their children, rates of girls' anemia, age at the time of first pregnancy, age of marriage, and retention rates of girls in school.	Non Profit Charity	Cash	(100,000)	100,000
Technoserve 1800 M Street, NW Suite 1066, South Tower Washington, D C. 20036	10/02/2008	Check	1988	Grant # 2009-149 (Tax ID# 13-2626135) 1st Installment of EE Investment	The purpose of the grant is to support a modular entrepreneurship program for adolescent girls (aged 15-22) within schools and communities in urban Kenya by providing successive levels of social (life skills, HIV/AIDS) and economic empowerment (business skills, business plan competitions, interview skills) training that girls can select in to, thus enabling girls to create their own pathways to prepare and facilitate entry into safe and productive economic opportunities, including entrepreneurship and wage employment. A further purpose of the grant is to leverage the learnings of the Nike Foundation-financed Young Women in Enterprise pilot program in order to refine the program model, expand its reach, support its long-term sustainability through capacity building of local implementing partners and increase the probability for uptake by	Non Profit Charity	Cash	(174,665)	174,665
	05/04/2009	Check	2129	Grant #2009-111 (Tax ID# 13-2626135) FY09 Bridge Funding			Cash	(952,557)	952,557
V-Day 303 Park Avenue South Suite # 1184 New York NY 10010	08/06/2008	Check	1941	Grant # 2009-104 (Tax ID# 94-3389430) V-Day Investment	The purpose of the grant is to increase the number of voices of adolescent girls from around the world heard by writing and developing a book and play to be tentatively entitled, I Am an Emotional Creature: The Secret Life of Girls, (the "Play") and develop a Curriculum (defined below), V-Girls Activist Kit (defined below) and Evaluation Tools for adolescents exploring the girl issues raised in the Play, including violence against women and girls, empowerment, cultural traditions, and sexuality	Non Profit Charity	Cash	(100,000)	100,000
Vital Voices Global Partnership 1625 Massachusetts Ave., NW Suite 850 Washington D.C. 20036	09/26/2008	Check	1975	Grant #2009-107 (Tax ID# 52-2151557)	The purpose of the grant is to allow Grantee to provide support to ten girls ages 14-20 from post-conflict and/or conflict countries Liberia, Guatemala, Benin, Uganda, Laos, Papua New Guinea and Afghanistan to attend a week-long leadership training and mentoring program in Washington, DC from October 5-11, 2008	Non Profit Charity	Cash	(104,615)	104,615
	04/09/2009	Check	2106	Grant # 2009-134 (Tax ID# 52-2151557) Kenya workshop	The purpose of the grant is general operating support to allow grantee to coordinate a Leadership, Communications and Advocacy Training for young Kenyan women engaging on issues related to HIV/AIDS.		Cash	(54,580)	54,580
Woodcock Foundation 8 West 48th St New York City NY 10036	11/07/2008	Check	2011	Grant # 2009-115 (Tax ID# 34-1606085) New FY09 Investment	The purpose of the grant is to further test and evaluate an approach to building NGOs' strategic communications skills.	Non Profit Charity	Cash	(7,500)	7,500
Total Grants									$ 19,322,308

NIKE FOUNDATION **EIN: 93-1159948**

990-PF Supplementary Statement

Grants Approved For Future Payment

FYE May 31, 2009

Form 990-PF, Part XV, Line 3b

Committed Grants as of 5/31/2009	2010	2011	2012	2013	Total
Save the Children	$ 83,909	$ -	$ -	$ -	$ 83,909
Private Agencies Collaborating Together (PACT)	$ 225,675	$ -	$ -	$ -	$ 225,675
BRAC Africa	$ 597,716	$ -	$ -	$ -	$ 597,716
Models RFP: ADE Brazil (Exp Resp)	$ 93,795	$ 833,567	$ -	$ -	$ 927,362
Models RFP: AED US	$ 88,899	$ 75,563	$ -	$ -	$ 164,462
Models RFP·Fundacion Paraguay	$ 548,100	$ 519,750	$ -	$ -	$ 1,067,850
Savings RFP: Care Burrundi	$ 711,990	$ 685,466	$ -	$ -	$ 1,397,456
Grameen Nurse Institute	$ 500,000	$ 500,000	$ -	$ -	$ 1,000,000
ICRW	$ 514,771	$ 537,397	$ -	$ -	$ 1,052,168
Mercy Corps Fellowships	$ 259,324	$ -	$ -	$ -	$ 259,324
Reach Global	$ 450,000	$ -	$ -	$ -	$ 450,000
BRAC SOFEA	$ 779,104	$ 425,659	$ 554,960	$ 556,422	$ 2,316,145
Portfolio Scale Up- TNS	$ 910,496	$ 916,475	$ -	$ -	$ 1,826,971
	$ 5,763,779	*$ 4,493,877*	*$ 554,960*	*$ 556,422*	*$ 11,369,038*

NIKE FOUNDATION **EIN: 93-1159948**
990-PF Supplementary Statement
Substantial Contributors
FYE May 31, 2009

Form 990-PF, Part VII-A, Line 10

Nike, Inc.
One Bowerman Drive
Beaverton, OR 97005

NoVo Foundation
535 Fifth Avenue, 33rd Floor
New York City, NY 10017

NIKE FOUNDATION
990-PF Supplementary Statement
Part XIII, Line 7
FYE May 31, 2009

The following amounts represent the qualifying distributions made to the Nike Foundation by the NoVo Foundation and the subsequent out of corpus distributions in satisfaction of redistribution under Reg. 53.4942(a)-3 (c)(2)

	05/31/08	05/31/09	
Amount Received	15,000,000	15,000,000	
Amount Distributed by 5/31/08	-	-	
Amount Distributed by 5/31/09	(15,000,000)	(4,578,209)	***(19,578,209) Part XIII, Line 7***
Remaining Amount to be distributed	-	10,421,791	

Note: The $10,421,791 will be distributed out of corpus no later than 5/31/2010 to be in compliance with IRS Section 4942(g)(3)(A).

NIKE FOUNDATION **EIN: 93-1159948**
990-PF Supplementary Statement
Substantial Contributors
FYE May 31, 2009

Form 990-PF, Part VII-A, Line 10

Nike, Inc.
One Bowerman Drive
Beaverton, OR 97005

NoVo Foundation
535 Fifth Avenue, 33rd Floor
New York City, NY 10017

Nike Foundation
E.I.N. # n/a (ADE Brasil is a Registered Brazilian NGO)
ATTACHMENT TO 2009 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: Academia para o Desenvolvimento da Educação, Brasil (*ADE Brasil)*

(2) Date Paid in Current Tax Year: $*524,605* paid on *7/18/2008*

(3) Total Paid:

$ 524,605 paid on 7/18/2008

(4) Purpose:
The purpose of this grant is to develop and test an urban, scalable, multi-component, project-based learning employability model for girls in Northeast Brazil

(5) Amount of Grant Spent by Grantee: *$144,210 spent by grantee as of 5/31/2009.*

(6) Diversion:

To the knowledge of the foundation no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

Annual Workplan, Financial and M&E Reports received in May 2009, at end of Nike Foundation's fiscal year.

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 5/28/2008. There has not been any reason to doubt ADE Brasil's accuracy or reliability (Reg. 53.4945-5(c)).

Nike Foundation
E.I.N. # 77-0529657
ATTACHMENT TO 2009 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Firelight Foundation*

(2) Date Paid in Current Tax Year: *$517,500* paid on *5/28/2009*

(3) Total Paid:

$517,500 paid on 5/28/2009
$489,500 paid on 5/28/2008

(4) Purpose:
The purpose of this grant is to support Grantee's efforts to:

(a) Make grants to grassroots organizations for appropriate programming and advocacy for adolescent girls aged 10-19 years,
(b) Strengthen mechanisms and systems for reaching girls through grassroots organizations,
(c) Build the capacity of grassroots organizations to deliver quality programs for girls aged 10-19 years, and
(d) Contribute to creating knowledge and evidence about (a) – (c) in collaboration with the Grassroots Girls Initiative (together, "the Program").

Grantee will use multiple organizations (the "Implementing Agencies") to implement the Program; provided, however, that Grantee may terminate the services of any Implementing Agency and select one or more replacement Implementing Agencies if Grantee determines that any Implementing Agency is in violation of the terms and conditions specified in Section 3 of this Agreement or are not competently carrying out the Program.

(5) Amount of Grant Spent by Grantee: $301,165 spent by grantee as of 5/31/2009

(6) Diversion:

To the knowledge of the foundation no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

Annual Workplan, Financial and Narrative Reports were received in May 2009 at the end of Nike Foundation's fiscal year.

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 5/28/2008. There has not been any reason to doubt Firelight Foundation's accuracy or reliability (Reg. 53.4945-5(c)).

Nike Foundation
E.I.N. # n/a (Paraguayan NGO)
ATTACHMENT TO *2009* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Fundacion Paraguaya*

(2) Date Paid in Current Tax Year: *$624,750* paid on *7/30/2008*

(3) Total Paid:

$624,750 paid on *7/30/2008*

(4) Purpose:

The purpose of this grant is to design and test an all girls, financially self-sufficient farm school model adapted from a successful co-ed model.

(5) Amount of Grant Spent by Grantee: *$226,106 spent by grantee as of 5/31/2009*

(6) Diversion:

To the knowledge of the foundation no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

Interim Financial Report has not yet been received as funds were disbursed 3 days prior to end of Nike Foundation's fiscal year.

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 8/6/2008. There has not been any reason to doubt Fundacion Paraguaya's accuracy or reliability (Reg. 53.4945-5(c)).

Nike Foundation
E.I.N. # n/a
ATTACHMENT TO 2009 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *International Bank for Reconstruction and Development (World Bank)*

(2) Date Paid in Current Tax Year: $*1,000,000* paid on *5/20/2009*

(3) Total Paid:

$1,000,000 paid on 5/20/2009
$ 1,000,000 paid on 5/31/2008

(4) Purpose:
The Trust Fund shall finance activities to advance women's economic empowerment and that are designed to intensify gender mainstreaming in the Bank operations and in key regional economic and sector work. Eligible activities include, inter alia, the following:

(a) intensify gender mainstreaming in Bank operations in key regional and economic sector work;
(b) implement and scale up Results –Based Initiatives (RBIs) that empower women economically;
(c) improve knowledge and statistics on women's economic participation and the relationship between gender equality, growth, and poverty reduction;
(d) undertake communications campaign to foster partnerships and improve project execution;
(e) conduct research on women's economic activities;
(f) provide technical assistance on women's economic empowerment;
(g) capacity building and training on women's economic empowerment; and
(h) hold conferences workshops, and knowledge management.

(5) Amount of Grant Spent by Grantee: *$876,886.25 spent by grantee as of 5/31/2009*

(6) Diversion:

To the knowledge of the foundation no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

Financial and Narrative Reports were received prior to end of Nike Foundation's fiscal year.

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 6/2/2008. There has not been any reason to doubt the World Bank's accuracy or reliability (Reg. 53.4945-5(c)).

NIKE FOUNDATION
93-1159948
Nike Foundation
E.I.N. # n/a
ATTACHMENT TO 2009 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Maplecroft*

(2) Date Paid in Current Tax Year: *$70,759.23* paid on 12/12/*2008; $73,457.35 paid on 4/24/2009; $37,499.23 paid on 4/29/2009*

(3) Total Paid:

$70,759.23 paid on 12/12/*2008*
$73,457.35 paid on *4/24/2009*
$37,499.23 paid on *4/29/2009*

(4) Purpose:

To support the creation of a user-friendly database consisting of data sourced from organizations operating in the public interest (UN agencies, multilateral agencies, NGOs, academic institutions) that reflect adolescent girls' experiences with regard to general and reproductive health, security, education, economic opportunities and policy environments

(5) Amount of Grant Spent by Grantee: *$72,686.32 spent by grantee as of 5/31/2009*

(6) Diversion:

To the knowledge of the foundation no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

Interim Financial Report has not yet been received as funds were disbursed 3 days prior to end of Nike Foundation's fiscal year.

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 12/5/2008, and an amendment on 4/24/2009. There has not been any reason to doubt Maplecroft's accuracy or reliability (Reg. 53.4945-5(c)).

Nike Foundation
E.I.N. # 52-0848769
ATTACHMENT TO *2009* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Partners of the Americas*

(2) Date Paid in Current Tax Year: *$517,409* paid on *5/28/2009*

(3) Total Paid:

$517,409 paid on 5/28/2009
$ 434,508 paid on 5/28/2008

(4) Purpose:

The purpose of this grant is to develop and test a sport based, comprehensive economic empowerment model for girls in three distinct geographic areas of Brazil.

(5) Amount of Grant Spent by Grantee: *$151,285.53 spent by grantee as of 5/31/2009*

(6) Diversion:

To the knowledge of the foundation no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

Annual Financial, Narrative and M&E Reports have been received as funds were disbursed within Nike Foundation's previous fiscal year.

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 5/28/2008. There has not been any reason to doubt Partners of the Americas' accuracy or reliability (Reg. 53.4945-5(c)).

REACH Global 990-PF Attachment.doc

Nike Foundation
E.I.N. # n/a (Reach Global is in process of obtaining 501c3 status)
ATTACHMENT TO 2009 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Reach Global*

(2) Date Paid in Current Tax Year: *$150,000* paid on *5/29/2009*

(3) Total Paid:

$ 150,000 paid on 5/29/2009

(4) Purpose:
The purpose of this grant is to enable Grantee to support Reach India's training infrastructure and increase Reach India's capacity to serve more women and children.

(5) Amount of Grant Spent by Grantee: *$0 spent by grantee as of 5/31/2009*

(6) Diversion:

To the knowledge of the foundation no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

Interim Financial Report has not yet been received as funds were disbursed 2 days prior to end of Nike Foundation's fiscal year.

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 5/29/2009. There has not been any reason to doubt Reach Global's accuracy or reliability (Reg. 53.4945-5(c)).

Nike Foundation
South Africa Tax reference # 9868514143
ATTACHMENT TO 2009 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Social Enterprises, Inc (Water for All).*

(2) Date Paid in Current Tax Year: $*1,500* paid on 3/3/2009

(3) Total Paid:

$ 1,500 paid on 3/3/2009

(4) Purpose:
To give general support to Water for All, as South African NGO.

(5) Amount of Grant Spent by Grantee: *$1,500 spent by grantee as of 5/31/2009*

(6) Diversion:

To the knowledge of the foundation no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

No formal report was requested by Nike Foundation.

(8) Verification (Optional and when applicable)

Nike Foundation did not produce a grant agreement as this was a general donation. There has not been any reason to doubt Social Enterprises, Inc.'s reliability (Reg. 53.4945-5(c)).

Nike Foundation
E.I.N. # 93-1159948
ATTACHMENT TO 2008 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Emerging Markets Group*

(2) Date Paid in Current Tax Year: $*0* paid in FY09

(3) Total Paid:

$ *745,120 paid on 5/28/2008*

(4) Purpose:
The purpose of this grant is to develop, test and document a replicable and sustainable model for economically empowering girls by increasing and strengthening their participation in proven, high-return segments of two fish value chains in the region of Lake Victoria, Kenya.

(5) Amount of Grant Spent by Grantee: *$385,927.00 spent by grantee as of 5/31/2009*

(6) Diversion:

To the knowledge of the foundation no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

Annual Financial Narrative and Narrative Program Reports received 9/30/2009.

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 5/28/2008. There has not been any reason to doubt Emerging Market Group's accuracy or reliability (Reg. 53.4945-5(c)).

NIKE FOUNDATION
990-PF Supplementary Statement
Part XIII, Line 7
FYE May 31, 2009

The following amounts represent the qualifying distributions made to the Nike Foundation by the NoVo Foundation and the subsequent out of corpus distributions in satisfaction of redistribution under Reg. 53.4942(a)-3 (c)(2)

	05/31/2008	05/31/2009	
Amount Received	15,000,000	15,000,000	
Amount Distributed by 5/31/08	-	-	
Amount Distributed by 5/31/09	(15,000,000)	(4,578,209)	***(19,578,209) Part XIII, Line 7***
Remaining Amount to be distributed	-	10,421,791	

Note: The $10,421,791 will be distributed out of corpus no later than 5/31/2010 to be in compliance with IRS Section 4942(g)(3)(A) and Regulation Section 53.4942(a)-3(c)(2).

NIKE FOUNDATION
990-PF SUPPLEMENTARY STATEMENT
AMENDED RETURN
FYE MAY 31, 2009

THIS AMENDED RETURN IS BEING FILED TO INCLUDE THE EXPENDITURE RESPONSIBLY STATEMENT FOR EMERGING MARKETS GROUP (STATEMENT 18). NO NUMBERS ON THIS RETURN HAVE BEEN CHANGED.

NIKE FOUNDATION **93-1159948**
AMENDED 990-PF
VERIFICATION OF CORRECTION STATEMENT
FYE MAY 31, 2009

THIS STATEMENT IS SIGNED AND DATED BY AN AUTHORIZED OFFICER/TRUSTEE OF NIKE FOUNDATION TO VERIFY THE FILING OF AN AMENDED FORM 990-PF FOR THE TAX PERIOD ENDING MAY 31, 2009, FOR THE PURPOSE OF ATTACHING THE COMPLETE EXPENDITURE REPORT FOR EMERGING MARKETS GROUP. THIS AMENDED FORM 990-PF WAS FILED WITH THE DEPARTMENT OF THE TREASURY, INTERNAL REVENUE SERVICE CENTER, OGDEN, UT 84201-0027, ON DECEMBER ___, 2011.

SIGNATURE______________________________________

DATE____

Jones, Glynis

From: Jennifer Becker Harris [JHarris@clarknuber.com]
Sent: Friday, December 09, 2011 2:18 PM
To: Jones, Glynis
Cc: Jane Searing; Cheryl Browne
Subject: Nike Foundation items
Attachments: image003.jpg

Good afternoon Glynis,

We wanted to follow up on the open items for the Nike Foundation.

IRS Correspondence related to the 4720:

The IRS has requested a list of items related to the Form 4720 we filed with them last March. The agent would like everything sent to them on December 15, 2011, therefore, if we can get the items resolved early next week that would be great. If you feel you are unable to complete these tasks please let us know as soon as possible and we can contact the IRS agent to ask for an extension on delivering the information. The item we need help from you on is the amended FYE 5/31/2009 Form 990-PF that includes the missing expenditure responsibility report. The steps needed are as follows:

1. The amended return and filing instructions are on the client portal (Click here for direct access)
2. Please file the return certified mail receipt. If we can get a copy of that receipt for our records that would be beneficial.
3. An officer of the organization needs to sign the return on Page 13. Currently Maria's name is listed. If she is unavailable to sign the return you can white out her name and replace with another officer. **If you could please send us a copy of the signed signature page we will include it in the information presented to the agent.**
4. Also, on the portal is a "Signed Statement for IRS date Amended 990-PF" document. This document should be dated and also signed by an officer and returned to us either via, e-mail, client portal or fax.

Once, we have all the information we will submit our response to the IRS. Early, next week we'll send the response letter for your review.

Out of Corpus Reports:

We have completed the preparation of the out of corpus report that should be presented to Bill & Melinda Gates Foundation and NoVo Foundation. The documents are also on the portal. Once you have had a chance to look at the documents we should set up a conference call to discuss the purpose and reason for the reports. As a reminder, both of these organizations have year ends of December 31st. So they will most likely expect the reports in the first quarter 2012.

Please let us know if you have questions about the above items.

Have a nice weekend,

Jennifer Becker Harris, CPA, MST | Senior Tax Manager | Clark Nuber P.S.
tel 425 709 6664 | fax 425 709 6671 | clarknuber.com

LinkedIn.

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IRS CIRCULAR 230 DISCLOSURE: To ensure compliance with requirements imposed by Treasury and the Internal Revenue Service, we inform you that any federal tax advice contained in this communication (including attachments) is not written or intended to be used, and cannot be used, for the purpose of (a) avoiding any tax related penalties that may be imposed on you or any other person under the Internal Revenue Code, or (b) promoting, marketing or recommending to another person any transaction or matter addressed in this communication.

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Nike Foundation
South Africa Tax reference # 9868514143
ATTACHMENT TO *2009* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Social Enterprises, Inc (Water for All).*

(2) Date Paid in Current Tax Year: $*1,500* paid on 3/3/2009

(3) Total Paid:

$ 1,500 paid on 3/3/2009

(4) Purpose:
To give general support to Water for All, as South African NGO.

(5) Amount of Grant Spent by Grantee: *$1,500 spent by grantee as of 5/31/2009*

(6) Diversion:

To the knowledge of the foundation no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

No formal report was requested by Nike Foundation.

(8) Verification (Optional and when applicable)

Nike Foundation did not produce a grant agreement as this was a general donation. There has not been any reason to doubt Social Enterprises, Inc.'s reliability (Reg. 53.4945-5(c)).

Nike Foundation
E.I.N # 93-1159948
ATTACHMENT TO *2008* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Emerging Markets Group*

(2) Date Paid in Current Tax Year: $*0* paid in FY09

(3) Total Paid:

$ 745,120 paid on 5/28/2008

(4) Purpose:
The purpose of this grant is to develop, test and document a replicable and sustainable model for economically empowering girls by increasing and strengthening their participation in proven, high-return segments of two fish value chains in the region of Lake Victoria, Kenya.

(5) Amount of Grant Spent by Grantee: *$385,927.00 spent by grantee as of 5/31/2009*

(6) Diversion:

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(7) Date of Report(s) Received from Grantee:

Annual Financial Narrative and Narrative Program Reports received 9/30/2009.

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 5/28/2008. There has not been any reason to doubt Emerging Market Group's accuracy or reliability (Reg. 53.4945-5(c)).

NIKE FOUNDATION
990-PF Supplementary Statement
Part XIII, Line 7
FYE May 31, 2009

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Amount Received	15,000,000	15,000,000	
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NIKE FOUNDATION
990-PF SUPPLEMENTARY STATEMENT
AMENDED RETURN
FYE MAY 31, 2009

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