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

**2011**

**For calendar year 2011 or tax year beginning** JUN 1, 2011 **, and ending** MAY 31, 2012

Name of foundation: NIKE FOUNDATION

**A Employer identification number**: 93-1159948

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

Room/suite:

**B Telephone number**: 503-671-6453

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

**C** If exemption application is pending, check here ▶ ☐

**G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

**D** 1. Foreign organizations, check here ▶ ☐

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

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

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

**I** Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 39,698,757.

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

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

**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))

| | Line | (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 | 26,362,725. | | | |
| | 2 Check ▶ ☐ if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 24,404. | 24,404. | | |
| | 4 Dividends and interest from securities | | | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | | | | |
| | b Gross sales price for all assets on line 6a | | | | |
| | 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 | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | 685,206. | 0. | 0. | STATEMENT 1 |
| | 12 **Total.** Add lines 1 through 11 | 27,072,335. | 24,404. | 0. | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | 0. | 0. |
| | 14 Other employee salaries and wages | 35,150. | 0. | 0. | 35,150. |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees STMT 2 | 70,232. | 0. | 0. | 70,232. |
| | b Accounting fees STMT 3 | 43,135. | 0. | 0. | 43,135. |
| | c Other professional fees STMT 4 | 9,734,970. | 0. | 0. | 9,734,970. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 5 | 61,665. | 0. | 0. | 61,665. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | 156,654. | 0. | 0. | 156,654. |
| | 21 Travel, conferences, and meetings | 698,718. | 0. | 0. | 698,718. |
| | 22 Printing and publications | 328,470. | 0. | 0. | 328,470. |
| | 23 Other expenses STMT 6 | 2,365,639. | 3,052. | 0. | 2,362,587. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 13,494,633. | 3,052. | 0. | 13,491,581. |
| | 25 Contributions, gifts, grants paid | 13,840,324. | | | 13,840,324. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 27,334,957. | 3,052. | 0. | 27,331,905. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | <262,622.> | | | |
| | b **Net investment income** (if negative, enter -0-) | | 21,352. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | 0. | |

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| Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only | 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 | 16,415,199. | 11,199,041. | 11,199,041. |
| 2 Savings and temporary cash investments | 9,346,180. | 14,299,716. | 14,299,716. |
| 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 | | | |
| 7 Other notes and loans receivable ▶ | | | |
| 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 | | | |
| b Investments - corporate stock | | | |
| c Investments - corporate bonds | | | |
| 11 Investments - land, buildings, and equipment basis ▶ 14,000,000. | | | |
| Less accumulated depreciation ▶ | 14,000,000. | 14,000,000. | 14,200,000. |
| 12 Investments - mortgage loans | | | |
| 13 Investments - other | | | |
| 14 Land, buildings, and equipment basis ▶ | | | |
| Less accumulated depreciation ▶ | | | |
| 15 Other assets (describe ▶ ) | | | |
| 16 **Total assets** (to be completed by all filers) | 39,761,379. | 39,498,757. | 39,698,757. |
| **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 | 13,562,000. | 13,562,000. | STATEMENT 7 |
| 22 Other liabilities (describe ▶ ) | | | |
| 23 **Total liabilities** (add lines 17 through 22) | 13,562,000. | 13,562,000. | |
| **Net Assets or Fund Balances** | | | |
| **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.** | | | |
| 24 Unrestricted | 17,211,708. | 19,443,851. | |
| 25 Temporarily restricted | 8,987,671. | 6,492,906. | |
| 26 Permanently restricted | | | |
| **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** | 26,199,379. | 25,936,757. | |
| 31 **Total liabilities and net assets/fund balances** | 39,761,379. | 39,498,757. | |

## 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 | 26,199,379. |
| 2 Enter amount from Part I, line 27a | 2 | <262,622.> |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 25,936,757. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 25,936,757. |

## 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 | | | | |
| b | NONE | | | |
| 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 | | | | |
| 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).
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 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)) |
|---|---|---|---|
| 2010 | 23,512,332. | 46,323,983. | .507563 |
| 2009 | 18,101,499. | 41,733,051. | .433745 |
| 2008 | 21,510,423. | 38,081,611. | .564851 |
| 2007 | 13,306,171. | 18,076,948. | .736085 |
| 2006 | 10,457,330. | 17,353,024. | .602623 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 2.844867 |
| 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 | .568973 |
| 4 | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 47,074,824. |
| 5 | Multiply line 4 by line 3 | 5 | 26,784,304. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 214. |
| 7 | Add lines 5 and 6 | 7 | 26,784,518. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 27,331,905. |

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.

## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

| | | | | |
|---|---|---|---|---|
| 1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions) | | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b | | | 1 | 214. |
| 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 | 0. |
| 3 Add lines 1 and 2 | | | 3 | 214. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 4 | 0. |
| 5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | | | 5 | 214. |
| 6 Credits/Payments: | | | | |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 648. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 400. | | |
| d Backup withholding erroneously withheld | 6d | | | |
| 7 Total credits and payments. Add lines 6a through 6d | | | 7 | 1,048. |
| 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 | |
| 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | 834. |
| 11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 834. **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 instructions for definition)? *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.* | 1b | | X |
| 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0. | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? SEE STATEMENT 8 *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? N/A | 4b | | |
| 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 instructions) ▶ ______ OR | | | |
| 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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 | 10 | | X |

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

| | | | 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 instructions) SEE STATEMENT 9 STMT 10 | 11 | X | |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 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 DR, BEAVERTON, OR 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 | N/A

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | X | |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ RWANDA | | | |

**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.**

| | | | | 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 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 2011? | | 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? | ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ____, ____, ____, ____ | | | | |
| 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 instructions.) | N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____ | | | | |
| 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 2011 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 2011.)* | N/A | 3b | | |
| 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 2011? | | 4b | | X |



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## 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)? ☒ 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 instructions)? **5b** X (No)

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? SEE STATEMENT 12 ☒ Yes ☐ No

*If "Yes," attach the statement required by Regulations section 53.4945-5(d).*

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 (No)

*If "Yes" to 6b, 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? N/A **7b**

## 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.**

| (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 11 | | 0. | 0. | 0. |

**2 Compensation of five highest-paid employees (other than those included on line 1). 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. If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| FROG DESIGN, INC. - 660 THIRD STREET, 4TH FLOOR, SAN FRANCISCO, CA 94107 | PROGRAM DESIGN | 1,254,905. |
| WIEDEN + KENNEDY 224 NORTHWEST 13TH AVE., PORTLAND, OR 97209 | P.R. AND BRAND CONSULTING | 649,551. |
| DALBERG - 99 MADISON AVENUE, 17TH FLOOR, NEW YORK, NY 10016 | STRATEGY CONSULTING | 456,120. |
| UPPING YOUR ELVIS - 13 WENDELL ROAD, LONDON, UNITED KINGDOM W12 9RS | ORGANIZATIONAL DEV. CONSULTING | 387,657. |
| KELLY SERVICES PO BOX 31001-0422, PASADENA, CA 91110 | TEMPORARY STAFFING | 358,649. |
| **Total** number of others receiving over $50,000 for professional services ▶ | | 48 |

## 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 GIRL HUB-LONDON - SEE STATEMENT 13 | 434,542. |
| 2 | |
| 3 | |
| 4 | |

## Part IX-B Summary of Program-Related Investments

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. 3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

## Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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 | 0. |
| b | Average of monthly cash balances | | 1b | 33,591,699. |
| c | Fair market value of all other assets | | 1c | 14,200,000. |
| d | **Total** (add lines 1a, b, and c) | | 1d | 47,791,699. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | | 2 | 0. |
| 3 | Subtract line 2 from line 1d | | 3 | 47,791,699. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | | 4 | 716,875. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | | 5 | 47,074,824. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | 6 | 2,353,741. |

## Part XI Distributable Amount (see 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 | 2,353,741. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a 214. | | |
| b | Income tax for 2011. (This does not include the tax from Part VI.) | 2b | | |
| c | Add lines 2a and 2b | | 2c | 214. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | 3 | 2,353,527. |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | 696,660. |
| 5 | Add lines 3 and 4 | | 5 | 3,050,187. |
| 6 | Deduction from distributable amount (see instructions) | | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | 7 | 3,050,187. |

## Part XII Qualifying Distributions (see 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 | 27,331,905. |
| 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 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 27,331,905. |
| 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 | 5 | 214. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 27,331,691. |

**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 instructions)

| | | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
|---|---|---|---|---|---|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | | 3,050,187. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | | |
| a Enter amount for 2010 only | | | | 0. | |
| b Total for prior years: ____, ____, ____ | | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011: | | | | | |
| a From 2006 | | | | | |
| b From 2007 | 7,158,622. | | | | |
| c From 2008 | | | | | |
| d From 2009 | | | | | |
| e From 2010 | 21,183,035. | | | | |
| f Total of lines 3a through e | | 28,341,657. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 27,331,905. | | | | | |
| a Applied to 2010, but not more than line 2a | | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | 0. | | | |
| d Applied to 2011 distributable amount | | | | | 3,050,187. |
| e Remaining amount distributed out of corpus | | 24,281,718. | | | |
| 5 Excess distributions carryover applied to 2011 (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 | | 52,623,375. | | | |
| 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 instructions | | | 0. | | |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr. | | | | 0. | |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 | | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | | 14,096,592. | STATEMENT 14 | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 | | 0. | | | |
| 9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a | | 38,526,783. | | | |
| 10 Analysis of line 9: | | | | | |
| a Excess from 2007 | | | | | |
| b Excess from 2008 | | | | | |
| c Excess from 2009 | | | | | |
| d Excess from 2010 | 14,245,065. | | | | |
| e Excess from 2011 | 24,280,459. | | | | |

## Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| 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) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

## 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 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 ▶ [X] 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 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:

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

c Any submission deadlines:

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

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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 15 | | | | 13,840,324. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3a | 13,840,324. |
| *b Approved for future payment* | | | | |
| G(IRLS) 20<br>410 QUEENS QUAY BLVD WEST, SUITE 304<br>TORONTO, TORONTO, CANADA | | FOREIGN | SUPPORT FOR THE 2012 G(IRLS)20 SUMMIT | 125,000. |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3b | 125,000. |

## 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) Related or exempt function income |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 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 | 24,404. | |
| 4 Dividends and interest from securities | | | | | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 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 FOREIGN CURRENCY SEC. 988 LOSS | | | 01 | <12,763.> | |
| b RETURNED GRANTS | | | | | 696,660. |
| c HONORARIUM FOR PRESENTATION | | | 01 | 50. | |
| d IRS REFUND | | | 01 | 1,259. | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 12,950. | 696,660. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 709,610. |

(See worksheet in line 13 instructions 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). |
|---|---|
| 11B | RETURNED GRANTS |

## 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 |
|---|---|---|---|
| | | N/A | |

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 |
|---|---|---|
| N/A | | |

**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) is based on all information of which preparer has any knowledge

Collette Fleming — 11/9/13 — CHIEF OPERATIONS OFFICER

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| JANE M. SEARING | Jane M Searing | 12-20-12 | | P00000565 |

Firm's name ▶ CLARK NUBER, PS — Firm's EIN ▶ 91-1194016

Firm's address ▶ 10900 NE 4TH STREET, SUITE 1700 BELLEVUE, WA 98004 — Phone no. 425-454-4919



123622
12-02-11

# Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

# Schedule of Contributors

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

OMB No 1545-0047

**2011**

| Name of the organization | Employer identification number |
|---|---|
| NIKE FOUNDATION | 93-1159948 |

**Organization type** (check one).

| **Filers of:** | **Section:** |
|---|---|
| Form 990 or 990-EZ | [ ] 501(c)( ) (enter number) organization |
| | [ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation |
| | [ ] 527 political organization |
| Form 990-PF | [X] 501(c)(3) exempt private foundation |
| | [ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | [ ] 501(c)(3) taxable private foundation |

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

| Name of organization | Employer identification number |
|---|---|
| NIKE FOUNDATION | 93-1159948 |

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | NIKE, INC.<br>ONE BOWERMAN DRIVE<br>BEAVERTON, OR 97005 | $ 6,780,543. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 2 | DEPARTMENT FOR INTERNATIONAL DEVELOPMENT (DFID)<br>1 PALACE STREET<br>LONDON, UNITED KINGDOM | $ 4,984,128. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 3 | NOVO FOUNDATION<br>535 5TH AVENUE, 33RD FLOOR<br>NEW YORK, NY 10017 | $ 12,700,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 4 | THE DAVID AND LUCILE PACKARD FOUNDATION<br>343 SECOND STREET<br>LOS ALTOS, CA 94022 | $ 666,667. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 5 | BILL & MELINDA GATES FOUNDATION<br>500 FIFTH AVENUE NORTH<br>SEATTLE, WA 98102 | $ 729,925. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 6 | WORLD BANK<br>1818 H STREET NW<br>WASHINGTON, DC 20433 | $ 500,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |

| Name of organization | Employer identification number |
|---|---|
| NIKE FOUNDATION | 93-1159948 |

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| Name of organization | Employer identification number |
|---|---|
| NIKE FOUNDATION | 93-1159948 |

**Part III** *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

FORM 990-PF OTHER INCOME STATEMENT 1

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| FOREIGN CURRENCY SEC. 988 LOSS | <12,763.> | 0. | |
| RETURNED GRANTS | 696,660. | 0. | |
| HONORARIUM FOR PRESENTATION | 50. | 0. | |
| IRS REFUND | 1,259. | 0. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 685,206. | 0. | |

FORM 990-PF LEGAL FEES STATEMENT 2

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| LEGAL FEES | 70,232. | 0. | 0. | 70,232. |
| TO FM 990-PF, PG 1, LN 16A | 70,232. | 0. | 0. | 70,232. |

FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING FEES | 43,135. | 0. | 0. | 43,135. |
| TO FORM 990-PF, PG 1, LN 16B | 43,135. | 0. | 0. | 43,135. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| CONTENT DEVELOPMENT | 1,639,606. | 0. | 0. | 1,639,606. |
| PROGRAM DESIGN | 1,518,848. | 0. | 0. | 1,518,848. |
| BUSINESS DEVELOPMENT | 456,120. | 0. | 0. | 456,120. |
| PR/BRAND CONSULTING | 610,208. | 0. | 0. | 610,208. |
| ORGANIZATION DEVELOPMENT | 470,657. | 0. | 0. | 470,657. |
| COMMUNICATIONS | 160,557. | 0. | 0. | 160,557. |
| OTHER PROFESSIONAL FEES | 4,878,974. | 0. | 0. | 4,878,974. |
| TO FORM 990-PF, PG 1, LN 16C | 9,734,970. | 0. | 0. | 9,734,970. |

FORM 990-PF TAXES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FOREIGN OFFICE TAXES | 35,106. | 0. | 0. | 35,106. |
| PAYROLL TAXES | 13,277. | 0. | 0. | 13,277. |
| PROPERTY TAXES | 1,011. | 0. | 0. | 1,011. |
| OTHER TAXES | 12,271. | 0. | 0. | 12,271. |
| TO FORM 990-PF, PG 1, LN 18 | 61,665. | 0. | 0. | 61,665. |

FORM 990-PF OTHER EXPENSES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| MISCELLANEOUS EXPENSES | 96,346. | 0. | 0. | 96,346. |
| OFFICE SUPPLIES | 202,169. | 0. | 0. | 202,169. |
| TEMP EMPLOYMENT SERVICES | 421,753. | 0. | 0. | 421,753. |
| EQUIPMENT MAINTENANCE | 118,373. | 0. | 0. | 118,373. |
| INFORMATION TECHNOLOGY | 111,379. | 0. | 0. | 111,379. |
| BANK FEES | 30,518. | 3,052. | 0. | 27,466. |
| ADVERTISING AND PROMOTION | 167,842. | 0. | 0. | 167,842. |
| CONSULTANT TRAVEL | 1,150,502. | 0. | 0. | 1,150,502. |
| CONFERENCES AND MEETINGS | 66,757. | 0. | 0. | 66,757. |
| TO FORM 990-PF, PG 1, LN 23 | 2,365,639. | 3,052. | 0. | 2,362,587. |

FORM 990-PF OTHER NOTES AND LOANS PAYABLE STATEMENT 7

| LENDER'S NAME | TERMS OF REPAYMENT | SECURITY PROVIDED BY BORROWER |
|---|---|---|
| NIKE, INC | PAYABLE IN FULL WITHIN 10 BUSINESS DAYS AFTER LAND SALE | LAND |

| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | INTEREST RATE | PURPOSE OF LOAN |
|---|---|---|---|---|
| 06/24/08 | | 5,263,000. | .00% | FOR DAY TO DAY OPERATING EXPENSES |

RELATIONSHIP OF LENDER

| DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION | BALANCE DUE |
|---|---|---|
| CASH | 0. | 5,263,000. |

| LENDER'S NAME | TERMS OF REPAYMENT | SECURITY PROVIDED BY BORROWER |
|---|---|---|
| NIKE, INC | PAYABLE IN FULL WITHIN 10 BUSINESS DAYS AFTER LAND SALE | LAND |

| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | INTEREST RATE | PURPOSE OF LOAN |
|---|---|---|---|---|
| 11/24/08 | | 8,299,000. | .00% | FOR DAY TO DAY OPERATING EXPENSES |

RELATIONSHIP OF LENDER

| DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION | BALANCE DUE |
|---|---|---|
| CASH | 0. | 8,299,000. |

TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B 13,562,000.

FORM 990-PF STATEMENT OF ACTIVITIES NOT PREVIOUSLY REPORTED PART VII-A, LINE 2 STATEMENT 8

EXPLANATION

THE NIKE FOUNDATION HAS INCREASED ITS DIRECT CHARITABLE ACTIVITIES ADDING GIRL HUBS. THE FOUDATION'S MISSION TO WORK 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 IS STILL CURRENT. FOR MORE INFORMATION ON DIRECT CHARITABLE ACTIVITIES, SEE STATEMENT 13.

FORM 990-PF | TRANSFERS TO CONTROLLED ENTITIES PART VII-A, LINE 11 | STATEMENT 9

| NAME OF CONTROLLED ENTITY | EMPLOYER ID NO |
|---|---|
| GIRL HUB | FOREIGN |

ADDRESS

142 WARDOUR STREET
LONDON, UNITED KINGDOM W1F 8DD

DESCRIPTION OF TRANSFER

CHARITABLE GRANT TO GIRL HUB FOR GENERAL OPERATIONS.

| | AMOUNT OF TRANSFER |
|---|---|
| | 520,672. |
| TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES | 520,672. |

FORM 990-PF | LIST OF CONTROLLED ENTITIES PART VII-A, LINE 11 | STATEMENT 10

| NAME OF CONTROLLED ENTITY | EMPLOYER ID NO |
|---|---|
| GIRL HUB | FOREIGN |

ADDRESS

142 WARDOUR STREET
LONDON, UNITED KINGDOM W1F 8DD

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 11

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| MARIA EITEL<br>C/O NIKE, INC. ONE BOWERMAN DRIVE<br>BEAVERTON, OR 97005 | DIRECTOR/PRESIDENT<br>40.00 | 0. | 0. | 0. |
| HANNAH JONES<br>C/O NIKE, INC. ONE BOWERMAN DRIVE<br>BEAVERTON, OR 97005 | EXECUTIVE DIRECTOR/SECRETARY<br>1.00 | 0. | 0. | 0. |
| DON BLAIR<br>C/O NIKE, INC. ONE BOWERMAN DRIVE<br>BEAVERTON, OR 97005 | DIRECTOR/TREASURER<br>1.00 | 0. | 0. | 0. |
| TREVOR EDWARDS<br>C/O NIKE, INC. ONE BOWERMAN DRIVE<br>BEAVERTON, OR 97005 | DIRECTOR<br>0.25 | 0. | 0. | 0. |
| GARY DESTEFANO<br>C/O NIKE, INC. ONE BOWERMAN DRIVE<br>BEAVERTON, OR 97005 | DIRECTOR<br>0.25 | 0. | 0. | 0. |
| CHARLES D. DENSON<br>C/O NIKE, INC. ONE BOWERMAN DRIVE<br>BEAVERTON, OR 97005 | DIRECTOR<br>0.25 | 0. | 0. | 0. |

| | | | | |
|---|---|---|---|---|
| MARK PARKER<br>C/O NIKE, INC. ONE BOWERMAN DRIVE<br>BEAVERTON, OR 97005 | DIRECTOR<br>0.25 | 0. | 0. | 0. |
| JENNIFER BUFFETT<br>C/O NIKE, INC. ONE BOWERMAN DRIVE<br>BEAVERTON, OR 97005 | DIRECTOR<br>2.00 | 0. | 0. | 0. |
| PETER BUFFETT<br>C/O NIKE, INC. ONE BOWERMAN DRIVE<br>BEAVERTON, OR 97005 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| HILARY KRANE<br>C/O NIKE, INC. ONE BOWERMAN DRIVE<br>BEAVERTON, OR 97005 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. | 0. |

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN n/a (ADE Brasil is a Registered Brazilian NGO)*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Academia para o Desenvolvimento da Educação, Brasil (ADE Brasil)*
*Av Barbosa Lima, 149 Room 406,*
*Bairro do Recife*
*Recife, Brazil 50 030-330*

**(2) Date Paid in Current Tax Year:** *$415,476 paid on 5/9/2012*

**(3) Total Paid:**

*$415,476 paid on 5/9/2012*
*$1,003,312.17 paid on 4/25/2011*
*$586,342.36 paid on 4/9/2010*
*$93,794 paid on 6/12/2009*
*$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:** *$1,775,253 spent by grantee as of 5/31/2012.*

**(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 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 (EIN: 93-1159948)*
*Grantee EIN: n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Belinda Stronach Foundation*
*238 Avenue Road, Suite 300*
*Toronto, Ontario Canada*

**(2) Date Paid in Current Tax Year:** $*96,358 paid on 10/6/2011*

**(3) Total Paid:**

$*96,358 paid on 10/6/2011*

**(4) Purpose:**
The purpose of this grant is to support the organization, execution and documentation of findings and outcomes of the G(irls) 20 Summit held in Paris October 17-21, 2011.

**(5) Amount of Grant Spent by Grantee:** *$96,358 spent by grantee as of 5/31/2012*

**(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:**

A financial update was received from the grantee in September 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 10/5/11. There has not been any reason to doubt grantees's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Cardno Emerging Markets Group*
*Emerging Markets Group USA*
*Colonial Place III*
*2107 Wilson Boulevard, Suite 800*
*Arlington, VA 22201*

**(2) Date Paid in Current Tax Year:** *$776,313 paid on 11/7/2011*

**(3) Total Paid:**

*$776,313 paid on 11/7/2011*
*$747,998 paid on 10/26/2010*
*$474,103 paid on 2/17/2010*
*$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:** *$2,434,561 spent by grantee as of 5/31/2012*

**(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:**

Narrative and Financial reports have been received by Nike Foundation in October 2011.

**(8) Verification (Optional and when applicable)**

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

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN. n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Children in Crisis*
*Plot No. 25758, Woodlands Rockfield*
*Lusaka, Zambia*

**(2) Date Paid in Current Tax Year:** *$0.00*

**(3) Total Paid:**

*$33,690 paid on 2/9/2011*

**(4) Purpose:**

The purpose of this grant is to enable Grantee to delay early marriage, reduce teen age pregnancy and reduce gender-based violence among high risk girls in Zambia. CIC will achieve these objectives through operating a safe space model to improve literacy, livelihood skills, financial and reproductive health education for female 7-9 grade drop outs in targeted areas of Lusaka and Kafue.

**(5) Amount of Grant Spent by Grantee:** *$33,690 spent by grantee as of 5/31/2012*

**(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:**

Final narrative and financial reports were received in March of 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 2.10.11. There has not been any reason to doubt Children in Crisis's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN: n/a*
ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Cagdas Yasami Destekleme Dernegi (CYDD)*
*Evliya Celebi Mah, Simal Sk. 10*
*Istanbul, Turkey*

**(2) Date Paid in Current Tax Year:** *$0.00*

**(3) Total Paid:**

*$47,276 paid on 4/20/2011*

**(4) Purpose:**
The purpose of this grant is to enable Grantee to provide a conditional cash grant to girls to encourage families to allow their daughters to continue their education and to provide information technology hardware and software to improve and protect Grantee's operations.

**(5) Amount of Grant Spent by Grantee:** *$35,828 spent by grantee as of 5/31/2012*

**(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:**

A financial update was received in September 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 4.14.11. There has not been any reason to doubt CYDD's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN: n/a*
*The Elders is a registered charity in the United Kingdom*
ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *The Elders*
*Lyric House, 149 Hammersmith Road*
*London, UK W6 6GS*

**(2) Date Paid in Current Tax Year:** *$113,000 paid on 1/6/2012 and $157,000 paid on 5/31/2012*

**(3) Total Paid:**

*$113,000 paid on 1/6/2012*
*$157,000 paid on 5/31/2012*

**(4) Purpose:**
The project seeks to create, launch and develop Girls Not Brides: The Global Partnership to End Child Marriage.

**(5) Amount of Grant Spent by Grantee:** *$127,310 spent by grantee as of 5/31/2012.*

**(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:**

Grantee submitted annual financial and narrative reports in May of 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 12/15/2011. There has not been any reason to doubt the Elders' accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Tax Reference Number· (Belgian NGO)*
ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *European Parliamentary Forum*
*23 Rue Montoyer*
*1000 Brussels, Belgium*

**(2) Date Paid in Current Tax Year:** $*124,025 paid on 5/23/2012*

**(3) Total Paid:**

*$124,025 paid on 5/23/2012*
*$404,250 paid on 10/22/2010*

**(4) Purpose:**

The purpose of this grant is to enable Grantee to allow Grantee to research options to maximize European aid flows to adolescent girls in developing world to improve adolescent girl programming.

**(5) Amount of Grant Spent by Grantee:** *$401,453 spent by grantee as of 5/31/2012.*

**(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:**

Narrative and financial reports were received in April of 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 10.11.2010. There has not been any reason to doubt European Parliamentary Forum's reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN: 77-0529657*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Firelight Foundation*
*740 Front Street, Suite 380*
*Santa Cruz, CA 95060*

**(2) Date Paid in Current Tax Year:** $*0.00*

**(3) Total Paid:**

*$493,000 paid on 4/27/2010*
*$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:** $1,494,430 spent by grantee as of 5/31/2012.

**(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 July 2011.

**(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 (EIN: 93-1159948)*
*Grantee EIN: n/a (Paraguayan NGO)*
ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Fundacion Paraguaya*
*Manuel Blinder 5589 esq. Tte Espinoza*
*Asunción, Paraguay*

**(2) Date Paid in Current Tax Year:** *$87,404 paid on 7/29/2011*

**(3) Total Paid:**

| | |
|---|---|
| *$100,000 paid on 6/17/2010* | FY11 Grant |
| *$87,404 paid on 7/29/2011*<br>*$432,346 paid on 8.27/2010*<br>*$548,100 paid on 9/23/2009*<br>*$624,750 paid on 7/30/2008* | FY09 Grant |

**(4) Purpose:**

The purpose of these grants was 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:** *$690,590 spent by grantee as of 5/31/2012 of the FY09 Grant; $100,000 spent by grantee as of 5/31/2012 of the FY11 Grant.*

**(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:**

Final narrative and financial reports were received by the Nike Foundation in August 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the FY09 grant agreement on 8/6/2008 & signed the FY11 grant agreement on 6/18/2010. There has not been any reason to doubt Fundacion Paraguaya's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*EIN: n/a*
ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Girl Hub-London*
*142 Wardour Street*
*London, United Kingdom W1F 8DD*

**(2) Date Paid in Current Tax Year:** *$24,548 paid on 6/9/2011*
*$130,449 paid on 6/17/2011*
*$20,886 paid on 10/19/2011*
*$75,362 paid on 10/31/2011*
*$93,009 paid on 12/19/2011*
*$176,418 paid on 2/14/2012*

**(3) Total Paid:**

*$520,672 total paid to Grantee*

**(4) Purpose:**
Support for personnel and administrative expenses related to the maintenance of a Girl Hub office in London which supports global initiatives and support for programs led by the Country Girl Hubs in Rwanda, Nigeria and Ethiopia.

**(5) Amount of Grant Spent by Grantee:** *$434,542 spent by grantee as of 5/31/2012.*

**(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 and narrative reports were received in May of 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 2/3/2011. There has not been any reason to doubt Girl Hub's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN: n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Going to School*
*D-12/A Kailash Colony*
*New Delhi, India 110048*

**(2) Date Paid in Current Tax Year:** *$0.00*

**(3) Total Paid:**

*$300,000 paid on 2/7/2011*

**(4) Purpose:**

The purpose of this grant is to enable Grantee to support the completion of the Be! an Entrepreneur program.

**(5) Amount of Grant Spent by Grantee:** *$300,000 spent by grantee as of 5/31/2012.*

**(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 and narrative reports were received in December of 2011.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 1.27.11. There has not been any reason to doubt Going to School's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Tax reference # n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Grameen Healthcare Trust*
*Grameen Bank Complex, Mlpur-2*
*Dhaka, Bangladesh 1216*

**(2) Date Paid in Current Tax Year:** $*0.00*

**(3) Total Paid:**

*$ 540,000 paid on 5/26/2011*
*$ 540,000 paid on 8/20/2009*

**(4) Purpose:**
To enable grantee to qualify young women in delivering primary healthcare. Key strategic objectives are to: address the shortage of nurses with innovative teaching techniques and recruitment of rural young women; create the first of its kind curriculum focused on health needs of adolescent girls; deliver a sustainable social business model with nurses as central actors of the healthcare economy.

**(5) Amount of Grant Spent by Grantee:** *$998,784 spent by grantee as of 5/31/2012.*

**(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 narrative and financial reports were received by Nike Foundation in August of 2011.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 7/17/2009 and 8/20/2009 (by the President and Managing Director, respectively). There has not been any reason to doubt Grameen Healthcare Trust's reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN: n/a*
ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *InsightShare*
*The Old Music Hall, 106-108 Cowley Road*
*Oxford, United Kingdom*

**(2) Date Paid in Current Tax Year:** *$175,000 paid on 1/17/2012 and $250,000 paid on 7/20/2011.*

**(3) Total Paid:**

*$175,000 paid on 1/17/2012*
*$250,000 paid on 7/20/2011*
*$15,000 paid on 2/22/2011*

**(4) Purpose:**

The purpose of this grant is to enable Grantee to plan a longer-term engagement with three Nike Foundation grantees to build their capacity to utilize Participatory Video (PV) for Monitoring and Evaluation (M&E) process and build partners' capacity to utilize PV as a tool to strengthen and enhance their wider program.

**(5) Amount of Grant Spent by Grantee:** *$440,000 spent by grantee as of 5/31/2012*

**(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 in August of 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 2/10/11. There has not been any reason to doubt InsightShare's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN. n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Instituto Promundo*
*Rua Mexico, 31/1502 – Centro*
*Rio de Janeiro, Brazil 20031-904*

**(2) Date Paid in Current Tax Year:** $*197,915 paid on 6/1/2011*

**(3) Total Paid:**

*$197,915 paid on 6/1/2011* *Scale-up in Schools*

*$45,000 paid on 2/12/2009* *Global Symposium*

*$500,000 paid to PIWH on 11/6/2009*
*$500,000 paid to PIWH on 1/09/2009* } *Men & Boys Program*
*$800,000 paid to PIWH on 5/25/2007*

**(4) Purpose:**

SCALE-UP IN SCHOOLS: This grant supports Promundo's programs experimenting with how to scale-up a proven solution to address gender equality and related issues of violence, teen pregnancy, and HIV/AIDS. Teachers will be provided with distance education and practical materials on how to address these issues with their students.

MEN & BOYS: The purpose of the grant is to pilot gender equity programs within public school systems in Brazil (as sexual education) and India (as gender education) and to develop, test, and implement an intervention designed to engage fathers as a positive force in support of young daughters' health and opportunity.

GLOBAL SYMPOSIUM: The purpose of the 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. This grant is now closed.

**(5) Amount of Grant Spent by Grantee:** *$1,800,624 spent by grantee as of 5/31/2012 for all grants.*

**(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:**
Final reports were received in July 2010 for the Global Symposium investment. Annual financial and narrative reports were received for the Men & Boys investment in March of 2012. The funds were

originally expended to the Pacific Institute for Women's Health, but in FY11 both investments were assumed by Instituto Promundo. Reporting for the Scale-up grant was received in May of 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the Scale-up grant agreement on 5/25/2011; the Men & Boys grant agreement 6/18/2010; and the Global Symposium grant agreement on 7/26/2010. There has not been any reason to doubt Instituto Promundo's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN: n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Jerusalem Children & Community Development Organization*
*P.O. Box 41742*
*Addis Ababa, Ethiopia*

**(2) Date Paid in Current Tax Year:** *$5,010 paid on 2/10/2012*

**(3) Total Paid:**

*$5,010 paid on 2/10/2012*

**(4) Purpose:**

The purpose of this grant is to enable grantee to support the completion of Girl Labs in Ethiopia.

**(5) Amount of Grant Spent by Grantee:** *$5,010 spent by grantee as of 5/31/2012.*

**(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:**

Final financial reports were received in May of 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 1/27/12. There has not been any reason to doubt the grantee's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN: n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION
STATEMENT REQUIRED BY REG. §53.4945-5(d)
INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *International Bank for Reconstruction and Development (World Bank)*
*1818 H Street N.W.*
*Washington, D.C. 20433*

**(2) Date Paid in Current Tax Year:** $2,000,000 paid through 5/31/2012

**(3) Total Paid:**

| | |
|---|---|
| *$500,000 paid on 5/31/2012*<br>*$500,000 paid on 2/16/2012*<br>*$1,000,000 paid on 6/1/2011* | Adolescent Girls Initiative |
| *$130,000 paid on 1/2/2011* | WDR |
| *$250,000 paid on 11/10/2010*<br>*$1,000,000 paid on 4/27/2010*<br>*$1,000,000 paid on 5/20/2009*<br>*$ 1,000,000 paid on 5/31/2008* | AGI Liberia |

**(4) Purpose:**

Adolescent Girls Initiative: This grant supports a contribution to the World Bank multi-donor trust fund in support of their Adolescent Girls Initiative.

WDR: To finance the WDR 2012 Gender Equality and Development Externally Financed Output (EFO), which forms part of the Bank's World Work Program.

AGI Liberia: 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.

**(5) Amount of Grant Spent by Grantee:**

$1,500,000 spent by grantee as of 5/31/2012 for Adolescent Girls Initiative; $130,000 spent as of 5/31/2011 for WDR; and $3,126,958 spent as of 5/31/2012 for AGI Liberia.

**(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. The WDR grant is completed.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the AGI Liberia grant agreement on 6/2/2008; the WDR grant agreement on 1/13/2011; and the Adolescent Girls Initiative agreement on 5/25/2011. There has not been any reason to doubt the World Bank's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN. n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Making Cents International*
*1155 30th Street, NW, Suite 300*
*Washington, DC 20007*

**(2) Date Paid in Current Tax Year:** *$0.00*
**(3) Total Paid:**

*$5,000 paid on 2/22/2011*

**(4) Purpose:**
The purpose of this grant is to enable Grantee to partially support the costs to write and produce the Adolescent Girls and Young Women chapter of the "State of the Field" publication that will emerge from the 2010 Global Youth Enterprise and Livelihoods Development Conference.

**(5) Amount of Grant Spent by Grantee:** *$5,000 spent by grantee as of 5/31/2012.*

**(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:**

Narrative and financial reports were received by the Foundation in August of 2011.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 9.9.10. There has not been any reason to doubt Making Cents International's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*ICA's (Grantee's) EIN· 52-0848769*
*PoA is a Brazilian Not for Profit*
ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Partners of the Americas &*
*Instituto Companheiros das Americas*
*1424 K Street NW, Suite 700*
*Washington, DC 20005*

**(2) Date Paid in Current Tax Year:** *$0.00*

**(3) Total Paid:**

*$177,933 paid on 5/31/2011 – Instituto Companheiros das Americas*
*$869,465 paid on 5/15/2010 – Instituto Companheiros das Americas*
*$517,409 paid on 5/28/2009 – Partners of the Americas*
*$434,508 paid on 5/28/2008 – Partners of the Americas*

**(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:** *$1,999,315 spent by grantee as of 5/31/2012*

**(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:**

Final financial, narrative and M&E reports have been received from Partners of the Americas, ICA's partner in August 2012.

**(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' or Instituto Companheiros das Americas' accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Praekelt Foundation is a South African welfare organization*
*Registration No: 2007/012585/08*
ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Praekelt Foundation*
*Unit 514A, 44 Stanley Ave, Milpark,*
*Johannesburg, South Africa*

**(2) Date Paid in Current Tax Year:** *$117,701 paid on 5/31/2012*

**(3) Total Paid:**

*$117,701 paid on 5/31/2012*

**(4) Purpose:**

The purpose of this grant is to build, test, and launch a digital concept of the Girl Direct platform as part of Phase III of Girl Direct. This investment will work with girls in the field in order to develop the digital tools to connect a massive community of girls and mentors so that they can access and demand the resources they need.

**(5) Amount of Grant Spent by Grantee:** *$0.00 spent by grantee as of 5/31/2012.*

**(6) Diversion:**

To the knowledge of the foundation no funds have been used for other than its intended purpose.

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

No annual reports have been received as the funds were expended less than one year before the end of the fiscal year. An interim report was received by the grantee in August 2012 with regard to their expenditures.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 5/23/2012. There has not been any reason to doubt the Praekelt Foundation's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN: 94-3400371*
ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Rockman et al*
*49 Geary Street, Suite 530*
*San Francisco, CA 94108*

**(2) Date Paid in Current Tax Year:** *$33,332 paid on 2/27/2012*
*$33,332 paid on 11/15/2011*

**(3) Total Paid:**

*$33,332 paid on 2/27/2012*
*$33,332 paid on 11/15/2011*

**(4) Purpose:**
The purpose of this grant is to enable Grantee to conduct an evaluation of the Grameen America GNEXT program during the first year of implementation.

**(5) Amount of Grant Spent by Grantee:** *$66,664 spent by grantee as of 5/31/2012.*

**(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:**

Final narrative and financial reports were received in August of 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 6/8/10. There has not been any reason to doubt Rockman et al's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*EIN: n/a*
*Stitching Mama Cash is a registered Foundation in the Netherlands*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Stitching Mama Cash*
*Eerste Helmersstraat 17-III*
*Amsterdam, The Netherlands*

**(2) Date Paid in Current Tax Year:** *$394,100 paid on 6/15/2011*
*$438,850 paid on 4/25/2012*

**(3) Total Paid:**

*$394,100 paid on 6/15/2011*
*$438,850 paid on 4/25/2012*

**(4) Purpose:**

The project distributes grants to grassroots organizations and women's funds to implement, to strengthen and to proliferate innovative adolescent girl program models and effective practices, and to showcase grassroots organizations' efforts to inspire and influence investment in adolescent girls.

**(5) Amount of Grant Spent by Grantee:** *$395,870 spent by grantee as of 5/31/2012.*

**(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:**

Grantee submitted annual financial and narrative reports in May of 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 12/15/2011. There has not been any reason to doubt the grantee's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN: n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Tasintha*
*P.O. Box 35758*
*Lusaka, Zambia 10101*

**(2) Date Paid in Current Tax Year:** *$50,000 paid on 10/25/2011*

**(3) Total Paid:**

*$50,000 paid on 10/25/2011*
*$50,000 paid on 7/2/2010*

**(4) Purpose:**
The purpose of this grant is to enable Grantee to build organizational capacity, to develop monitoring and evaluation (M&E) capabilities, and to document and tell stories of the successes of girls in the Tasintha Program.

**(5) Amount of Grant Spent by Grantee:** *$100,000.00 spent by grantee as of 5/31/2012.*

**(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:**

Grantee submitted annual financial and narrative reports in November of 2011.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 7.6.10. There has not been any reason to doubt Tasintha's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN. n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Ushahidi*
*P.O. Box 782208*
*Orlando, FL 32878-2208*

**(2) Date Paid in Current Tax Year:** $*15,602 paid on 5/31/2012*

**(3) Total Paid:**

*$15,602 paid on 5/31/2012*
*$49,084 paid on 12/14/2010*

**(4) Purpose:**
The purpose of the initial grant was to link vulnerable adolescent girls to the Kuweni Serious community. The 2012 grant was made to support the facilitation of Girl Labs in Nairobi.

**(5) Amount of Grant Spent by Grantee:** $61,720 spent by grantee as of 5/31/2012.

**(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:**

Final narrative and financial reports were received in August 2011 for the Kuweni Serious grant; financial reports for the Nairobi grant were received in September of 2012.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 12/16/10. There has not been any reason to doubt Ushahidi's accuracy or reliability (Reg. 53.4945-5(c)).

*Nike Foundation (EIN: 93-1159948)*
*Grantee EIN: n/a*
ATTACHMENT TO *2011* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

**(1) Grantee Name & Address:** *Women's Institute for Secondary Education and Research (WISER)*
*P.O. Box 28*
*Muhuru Bay, Kenya 40409*

**(2) Date Paid in Current Tax Year:** $*0.00*

**(3) Total Paid:**

*$10,000 paid on 6/30/2010*

**(4) Purpose:**
The purpose of this grant is to enable Grantee to conduct a two-phase evaluation of the WISERBridge primary school program, with specific focus on the incentivized performance program for teachers

**(5) Amount of Grant Spent by Grantee:** *$6,800 spent by grantee as of 5/31/2012.*

**(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 narrative reports were received in April 2011 and an interim financial note was provided with regard to expenditures.

**(8) Verification (Optional and when applicable)**

Nike Foundation signed the grant agreement on 6/8/10. There has not been any reason to doubt WISER's accuracy or reliability (Reg. 53.4945-5(c)).

**Nike Foundation**
**Form 990-PF**
**Part VII-A, Line 2**
**Part IX-A, Line 1**
**FYE May 31, 2012** **EIN: 93-1159948**

Funding represents administrative support for the London office of Girl Hub, a joint venture between the Nike Foundation and DFID – the U.K.'s Department for International Development – a program to inject girl-expertise into large-scale development programs. The London office directs the vision, brand strategy and operations of the dedicated country hubs located in Rwanda, Northern Nigeria and Ethiopia.

Girl Hub drives the Girl Effect at scale. The Girl Effect recognizes the unique potential of 600 million adolescent girls to end poverty for themselves and the world. Girls are uniquely capable of raising the standard of living in the developing world. It's been shown: a girl will reinvest her income and knowledge back into her family and her community. As an educated mother, active citizen, ambitious entrepreneur or prepared employee, a girl will break the cycle of intergenerational poverty.

Research and girl-centered participatory monitoring and evaluation (PM&E) at Girl Hubs generate real-time, robust evidence and insight. In 2011, 1,150 girls in Rwanda and 200 girls in Nigeria, respectively, participated PM&E and accompanying discussions. Girls' needs and voices are elevated and their potential is inspired, and they begin to demand change.

Girl Hub also uses communications to inspire girls, amplify their voices and provide a platform from which they can demand change and participate in society. Societies are educated on the importance of girls and Girl Hub seeks innovative and creative ways to use technology to help drive this change. Ni Nyampinga, a magazine and radio program for teenage girls in Rwanda, was launched in December of 2011 by Girl Hub Rwanda and now reaches over 90,000 girls. Yegna innovative social marketing brand in Ethiopia, which includes music and radio programming launched in 2012, is targeted to reach over 6 million Ethiopians by June 2013.

Additional outcomes during the year include·

- Acted as a catalyst to secure £10 million funding from DFID Ethiopia, enabling scale up of a program to prevent Child Marriage which will reach 200,000 adolescent girls in Amhara.

- Delivered with the BBC World Service Trust in Ethiopia the 'Discover the Hero' program, which raised awareness of adolescent girls' lives through film screenings and discussions in 100 communities in Ethiopia

- Initiated collaborative work with DFID to design two strategic global programs: the Global Girls' Research Initiative, which will invest in multi-country, longitudinal research on adolescent girls; and the Direct Assets to Girls Incubator, which will create innovative solutions and new business models, which increase girls' access to economic assets.

- May 2012 Family Planning Summit hosted by the UK Prime Minister and Gates Foundation in London: Girl Hub worked with Restless Development and Save the Children to convene a successful youth event, raising awareness of the opportunity of investing in adolescent girls' sexual and reproductive health.

**NIKE FOUNDATION** **EIN: 93-1159948**
**990-PF Supplementary Statement**
**Part XIII, Line 7**
**FYE May 31, 2012**

The following amounts represent the qualifying distributions made to the Nike Foundation by certain 501(c)(3) organization as described in 4942(g)(3) and the subsequent out of corpus distributions in satisfaction of redistribution under Reg 53 4942(a)-3(c)(2)

| | 5/31/2008 | 5/31/2009 | 5/31/2010 | 5/31/2011 | 5/31/2012 | | |
|---|---|---|---|---|---|---|---|
| *NOVO Foundation* | | | | | | | |
| Amount Received | $ 15,000,000 | $ 15,000,000 | $ 15,000,000 | $ 15,000,000 | $ 12,700,000 | | |
| Amount Distributed by 5/31/09 | (15,000,000) | (4,578,209) | - | - | | | |
| Amount Distributed by 5/31/10 | | (10,421,791) | (15,000,000) | | | | |
| Amount Distributed by 5/31/11 | | | | (15,000,000) | | | |
| Amount Distributed by 5/31/12 | | | | | (12,700,000) | 12,700,000 | |
| Remaining Amount to be distributed | - | - | - | - | - | | |
| *The David & Lucile Packard Foundation* | | | | | | | |
| Amount Received | | | $ 333,333 | - | $ 666,667 | | |
| Amount Distributed by 5/31/10 | | | (333,333) | - | - | | |
| Amount Distributed by 5/31/11 | | | - | - | - | | |
| Amount Distributed by 5/31/12 | | | - | - | (666,667) | 666,667 | |
| Remaining Amount to be distributed | | | - | - | - | | |
| *The Bill & Melinda Gates Foundation* | | | | | | | |
| Amount Received | | | | $ 1,026,250 | 729,925 | | |
| Amount Distributed by 5/31/11 | | | | (1,026,250) | | | |
| Amount Distributed by 5/31/12 | | | | | (729,925) | 729,925 | |
| Remaining Amount to be distributed | | | | - | 729,925 | | |
| | | | | | | **$ 14,096,592** | ***Part XIII, Line 7*** |

**ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS AS CURRENT YEAR CORPUS DISTRIBUTIONS**

Pursuant to Reg 53 4942(a)-3(c)(2)(iv), the above referenced foundation hereby elects to treat, as a current out of corpus distribution, the following unused prior tax year's excess qualifying distributions that were treated as out of corpus distributions under Reg 53 4942(a)-3(d)(1)(iii) in such prior tax years

| Tax Year | Amount |
|---|---|
| 2007 | $ 7,158,622 |
| 2010 | $ 6,937,970 |
| | **$ 14,096,592** |

Signed Collette Hemmings Date 1/9/13

COLLETTE HEMMINGS COO
Name and Title

NIKE FOUNDATION
GRANT CONTRIBUTIONS PAD IN FISCAL YEAR 2012 (6/1/2011 - 5/31/2012)
FORM 990-PF, PART XV, LINE 3A

| Grantee Name | Address | City | State | Zip | Foundation Status of Recipient | Purpose of Grant | Paid Amount |
|---|---|---|---|---|---|---|---|
| ADE Brazil | Av Barbosa Lima, 149 Room 406 Bairro do Recife | Recife | Brazil | 50 030-330 | expenditure responsibility | Training & employment skills program in slums of Recife | $ 415,476 |
| American Jewish World Service, Inc | 45 West 36th Street, 10th floor | New York | NY | 10018 | Non-PF 501 (c)(3) | Unique and powerful grassroots girls projects in Ethiopia, India and Kenya | $ 487,025 |
| BRAC | 11 East 44th St , Suite 1600 | New York | N Y | 10017 | Non-PF 501 (c)(3) | Create the Youth Learning Network | $ 252,054 |
| BRAC | 11 East 44th St , Suite 1600 | New York | N Y | 10017 | Non-PF 501 (c)(3) | Sustainable microfinance customized for girls in Bangladesh | $ 425,659 |
| Cardno Emerging Markets USA, Ltd | Emerging Markets Group USA Colonial Place III 2107 Wilson Boulevard Suite 800 | Arlington | VA | 22201 | expenditure responsibility | Increase girls' participation in high-return value chains in the region of Lake Victoria, Kenya | $ 776,313 |
| CARE | 151 Ellis Street | Atlanta | GA | 30303 | Non-PF 501 (c)(3) | Savings, loans and financial literacy for rural and urban girls in Burundi | $ 474,512 |
| CARE | 151 Ellis Street | Atlanta | GA | 30303 | Non-PF 501 (c)(3) | Grounding sexual and reproductive health programs in economic empowerment in the South Gondar Zone of the Amhara Region of Ethiopia | $ 515,602 |
| Carolina for Kibera | FEDEX Global Education Center, Third Floor Suite 3002 301 Pittsboro Street | Chapel Hill | NC | 27599 | Non-PF 501 (c)(3) | Girls leading girls in safe spaces in slums of Kenya | $ 117,000 |
| Center for Interfaith Action | c/o WashingtonNational Cathedral Massachusetts and Wisconsin Avenues | Washington | DC | 20016 | Non-PF 501 (c)(3) | Leverage faith communities to empower girls in Ethiopia and Nigeria | $ 350,000 |
| EMpower | 111 John St , Suite 1005 | New York | NY | 10038 | Non-PF 501 (c)(3) | Girl-centered design for urban, high-risk girls | $ 535,150 |
| EMpower | 111 John St , Suite 1005 | New York | NY | 10038 | Non-PF 501 (c)(3) | Support for the Grassroots Girls Initiative Communications Lead | $ 137,241 |
| Equality Now, Inc | PO Box 20646 Columbus Circle Station | New York | NY | 10023 | Non-PF 501 (c)(3) | Legal cases to safeguard girls' rights | $ 93,250 |
| European Parliamentary Forum | 23 Rue Montoyer | 1000 Brussels | Belgium | | expenditure responsibility | To leverage European partner organizations' infrastructure and networks | $ 124,025 |
| FHI Development 360 | 2224 E NC Hwy 54 | Durham | NC | 27713 | Non-PF 501 (c)(3) | Develop and test an urban, scalable, multi-component, project-based learning employability model for girls in Northeast Brazil | $ 50,563 |
| Firelight Foundation | 740 Front Street, Suite 380 | Santa Cruz | CA | 95060 | Non-PF 501 (c)(3) | Building on the ground strength of Community Based Organizations | $ 464,025 |
| Fundacion Paraguaya | Manuel Blinder 5589 esq Tte Espinoza | Asunción | Paraguay | | expenditure responsibility | Sustainable girls agri-business school in Paraguay | $ 87,404 |

Statement 15

| Grantee Name | Address | City | State | Zip | Foundation Status of Recipient | Purpose of Grant | Paid Amount |
|---|---|---|---|---|---|---|---|
| Futures Without Violence | 383 Rhode Island St Suite #304 | San Francisco | CA | 94103-5133 | Non-PF 501 (c)(3) | Engaging cricket coaches to reduce violence against young women | $ 93,453 |
| Give Direct | 171 Avenue A, Suite 6B | New York | NY | 10009 | Non-PF 501 (c)(3) | Identify the impact of getting economic assets into the hands of girls directly | $ 77,191 |
| Girl Hub-London | 142 Wardour Street | London | United Kingdom | W1F 8DD | expenditure responsibility | Raise awareness and incite action to help girls through health, education, economic opportunity, and justice | $ 520,672 |
| Global Citizen Year | 1625 Clay Street, Suite 400 | Oakland | CA | 94612 | Non-PF 501 (c)(3) | To accelerate the Girl Effect by empowering Global Citizen Year fellows as life-long Girl Champions | $ 100,000 |
| Global Fund for Children | 1101 Fourteenth Street, NW, Suite 420 | Washington | DC | 20005 | Non-PF 501 (c)(3) | Grassroots Girl Power Reaching Marginalized Adolescent Girls in their Communities | $ 420,440 |
| Global Fund for Women | 222 Sutter Street, Suite 500 | San Francisco | CA | 94108 | Non-PF 501 (c)(3) | Building the next generation of the women's movement | $ 246,993 |
| Grameen America, Inc | 1460 Broadway, 10th Floor | New York | NY | 10036 | Non-PF 501 (c)(3) | Develop and implement a scalable, group-based savings program with an impact on health and social assets for low-income adolescent girls in New York City | $ 624,770 |
| Gray Matters Capital Foundation | 2200 Century Parkway, Suite 100 | Atlanta | GA | 30345 | Non-PF 501 (c)(3) | VOICE Camp· an education innovation that provides summer-camp training in communicative English to disadvantaged Indian girls | $ 114,835 |
| ICRW | 1120 20th St NW, Suite 500N | Washington | DC | 20036 | Non-PF 501 (c)(3) | Strategic and M+E consultation to Nike Foundation and select grantees | $ 80,000 |
| Innovation for Poverty design | 101 Whitney Ave | New Haven | CT | 06510 | Non-PF 501 (c)(3) | M&E component of a direct assets program | $ 23,445 |
| InsightShare Ltd | The Old Music Hall, 106-108 Cowley Road | Oxford | United Kingdom | | expenditure responsibility | To build capacity in participatory video for monitoring and evaluation | $ 425,000 |
| Instituto Promundo | Rua Mexico, 31/1502 - Centro | Rio de Janeiro | Brazil | Cep 20031-904 | expenditure responsibility | Scaling-up a proven solution in Brazilian schools | $ 197,915 |
| Intl Bank for Reconstruction & Dev | 1818 H Street N W | Washington | DC | 20433 | expenditure responsibility | World Bank multi-donor trust fund for the Adolescent Girls Initiative | $ 2,000,000 |
| Jerusalem Children & Community Development Organization | PO Box 41742 | Addis Ababa | Ethiopia | | expenditure responsibility | Girl Direct labs in Ethiopia | $ 5,010 |
| Kakenya Center for Excellence | 2100 Pennsylvania Ave NW, Suite 525 | Washington | DC | 20036 | Non-PF 501 (c)(3) | General operating support for Kakenya's private boarding school | $ 50,000 |
| Landesa | 1424 4th Avenue, Suite 300 | Seattle | WA | 98101 | Non-PF 501 (c)(3) | Leveraging land rights in India to build girls' assets | $ 307,922 |
| Mercy Corps | 45 SW Ankeny St | Portland | OR | 97204 | Non-PF 501 (c)(3) | Build girl expertise within Mercy Corps | $ 40,968 |
| Mercy Corps | 45 SW Ankeny St | Portland | OR | 97204 | Non-PF 501 (c)(3) | To cultivate an internal network of girl champions and increase the quantity and quality of girl programs | $ 148,097 |
| New America Foundation | 1899 L Street NW, Suite 400 | Washington | DC | 20036 | Non-PF 501 (c)(3) | Launch and develop the Global Savings and Social Protection Initiative | $ 15,000 |
| PopTech | PO Box 1405 | Camden | ME | 04843 | Non-PF 501 (c)(3) | Launching a Girls + Technology Lab and investing in PopTech Fellow girl champions | $ 77,500 |

Statement 15

| Grantee Name | Address | City | State | Zip | Foundation Status of Recipient | Purpose of Grant | Paid Amount |
|---|---|---|---|---|---|---|---|
| Population Council, Inc | One Dag Hammarskjold Plaza | New York | NY | 10017 | Non-PF 501 (c)(3) | Equip the Abriendo Opportunidades program with refined tools and systems | $ 249,789 |
| Population Services International | 1120 Nineteenth Street NW, Suite 600 | Washington | DC | 20036 | Non-PF 501 (c)(3) | Establish a new Normal for girls' health in Rwanda | $ 125,793 |
| Praekelt Foundation | Unit 514A, 44 Stanley Ave, Milpark, | Johannesburg | South Africa | | expenditure responsibility | Build, test, and launch a digital concept of the Girl Direct platform as part of Phase 3 of Girl Direct | $ 117,701 |
| Rockman et al, Inc | 49 Geary Street, Suite 530 | San Francisco | CA | 94108 | expenditure responsibility | Evaluation of USA Girls Initiative | $ 66,664 |
| Save the Children | 54 Wilton Road | Westport | CT | 06880 | Non-PF 501 (c)(3) | Increase the volume and quality of Save the Children's programs serving girls | $ 224,482 |
| Stitching Mama Cash | Eerste Helmersstraat 17-III | Amsterdam | The Netherlands | | expenditure responsibility | Building a global movement of adolescent girls and young women | $ 832,950 |
| Tasintha | P O Box 35758 | Lusaka | Zambia | 10101 | expenditure responsibility | Strengthen NGO to keep girls out of sex industry in Zambia | $ 50,000 |
| Technoserve | 1800 M Street, NW Suite 1066, South Tower | Washington | D C | 20036 | Non-PF 501 (c)(3) | Safe income generation opportunities for girls in harsh urban slums | $ 916,475 |
| The Belinda Stronach Foundation | 238 Avenue Road, Suite 300 | Toronto | Ontario, Canada | | expenditure responsibility | Organize, execute and document findings and outcomes of the G(irls) 20 Summit | $ 96,358 |
| The Elders Foundation | Lyric House, 149 Hammersmith Road | London | UK | W6 6GS | expenditure responsibility | The global partnership to end child marriage | $ 270,000 |
| Ushahidi Inc | PO Box 782208 | Orlando | FL | 32878-2208 | expenditure responsibility | Nairobi Girl Labs | $ 15,602 |
| | | | | | | Total Paid | $ 13,840,324 |