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

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUN 1, 2012 , and ending MAY 31, 2013

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: [X] 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) ▶$ 71,495,610. J Accounting method: ☐ Cash [X] 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))

		(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	6,775,807.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15,315.	15,315.		
	4 Dividends and interest from securities	3,204.	21,524.		STATEMENT 1
	5a Gross rents	20,000.	20,000.		STATEMENT 2
	b Net rental income or (loss) 18,987.				STATEMENT 3
	6a Net gain or (loss) from sale of assets not on line 10	325.			
	b Gross sales price for all assets on line 6a 325.				
	7 Capital gain net income (from Part IV, line 2)		325.		
	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	49,661,991.	41,645.		STATEMENT 4
	12 Total. Add lines 1 through 11	56,476,642.	98,809.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	528,100.	0.		483,246.
	15 Pension plans, employee benefits	153,060.	0.		153,060.
	16a Legal fees STMT 5	52,306.	0.		45,660.
	b Accounting fees STMT 6	23,547.	0.		23,547.
	c Other professional fees STMT 7	14,462,872.	0.		11,746,821.
	17 Interest				
	18 Taxes STMT 8	16,081.	1,013.		14,668.
	19 Depreciation and depletion	65,283.	0.		
	20 Occupancy	65,863.	0.		56,103.
	21 Travel, conferences, and meetings	430,143.	0.		368,510.
	22 Printing and publications	443,270.	0.		313,631.
	23 Other expenses STMT 9	3,643,986.	5,654.		3,298,282.
	24 Total operating and administrative expenses. Add lines 13 through 23	19,884,511.	6,667.		16,503,528.
	25 Contributions, gifts, grants paid	5,062,026.			10,143,661.
	26 Total expenses and disbursements. Add lines 24 and 25	24,946,537.	6,667.		26,647,189.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	31,530,105.			
	b Net investment income (if negative, enter -0-)		92,142.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	11,199,041.	198,866.	198,866.
	2 Savings and temporary cash investments	14,299,716.	21,777,423.	21,777,423.
	3 Accounts receivable ▶ 67,938.			
	Less: allowance for doubtful accounts ▶		67,938.	67,938.
	4 Pledges receivable ▶ 34,719,894.			
	Less: allowance for doubtful accounts ▶		34,719,894.	34,719,894.
	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		267,060.	267,060.
	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 ▶ 329,712.			
	Less accumulated depreciation ▶ 65,283.	0.	264,429.	264,429.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	39,498,757.	71,295,610.	71,495,610.
Liabilities	17 Accounts payable and accrued expenses		3,957,496.	
	18 Grants payable		2,426,822.	
	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 11
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	13,562,000.	19,946,318.	
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	19,443,851.	11,084,726.	
	25 Temporarily restricted	6,492,906.	40,264,566.	
	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**	25,936,757.	51,349,292.	
	31 **Total liabilities and net assets/fund balances**	39,498,757.	71,295,610.	

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	25,936,757.
2 Enter amount from Part I, line 27a	2	31,530,105.
3 Other increases not included in line 2 (itemize) ▶ EXCHANGE RATE CONVERSION ADJUSTMENT	3	93,746.
4 Add lines 1, 2, and 3	4	57,560,608.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	6,211,316.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	51,349,292.

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	MARKETABLE SECURITIES	P	07/31/12	05/31/13
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	325.			325.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(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	
a				325.
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** 325.

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** N/A

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	27,331,691.	47,074,824.	.580601
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

		Line	Amount
2	**Total** of line 1, column (d)	2	2.822845
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	.564569
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	44,759,561.
5	Multiply line 4 by line 3	5	25,269,861.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	921.
7	Add lines 5 and 6	7	25,270,782.
8	Enter qualifying distributions from Part XII, line 4	8	26,861,625.

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 c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	921.
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	921.
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	921.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	834.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,334.
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	413.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 413. **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? *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 2012 or the taxable year beginning in 2012 (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 13 STMT 14	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 ▶ BRIAN CHRISTIANSEN 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 2012, 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 ▶ SEE STATEMENT 12			

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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)* 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 2012?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ 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

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? STATEMENT 16 ☒ 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

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 15		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
ZONE LIMITED - 183 EVERSHOLT STREET, LONDON, UNITED KINGDOM NW1 1BU	COMMUNICATIONS & COMMS RESEARCH	1,137,084.
WIEDEN & KENNEDY 224 NORTHWEST 13TH AVENUE, PORTLAND, OR 97209	BRAND IDENTITY	803,507.
RUBY PSEUDO CONSULTING - UNIT 10 ZEUS HOUSE 16-30 PROVOST STREET, LONDON, UNITED KING	CONSUMER INSIGHTS	609,916.
POPULATION COUNCIL, INC. - ONE DAG HAMMARSKJOLD PLAZA, NEW YORK, NY 10017	GIRL EXPERTISE	477,322.
WEBER SHANDWICK - FOX COURT, 14 GRAY'S INN ROAD, LONDON, UNITED KINGDOM WC1X 8	STRATEGIC COMMS ADVICE	398,680.
Total number of others receiving over $50,000 for professional services ▶		56

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 17	1,997,970.
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.

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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	15,310,259.
b	Average of monthly cash balances	1b	15,930,920.
c	Fair market value of all other assets	1c	14,200,000.
d	**Total** (add lines 1a, b, and c)	1d	45,441,179.
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	45,441,179.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	681,618.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,759,561.
6	**Minimum investment return.** Enter 5% of line 5	6	2,237,978.

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	2,237,978.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 921.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	921.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,237,057.
4	Recoveries of amounts treated as qualifying distributions	4	106,383.
5	Add lines 3 and 4	5	2,343,440.
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	2,343,440.

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	26,647,189.
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	214,436.
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	26,861,625.
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	921.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	26,860,704.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,343,440.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010 14,245,065.				
e From 2011 24,281,718.				
f Total of lines 3a through e	38,526,783.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 26,861,625.				
a Applied to 2011, 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 2012 distributable amount				2,343,440.
e Remaining amount distributed out of corpus	24,518,185.			
5 Excess distributions carryover applied to 2012 (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	63,044,968.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	14,242,325.	STATEMENT 18		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	48,802,643.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 2,740.				
d Excess from 2011 24,281,718.				
e Excess from 2012 24,518,185.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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 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 19			SEE STATEMENT 19	10,143,661.
Total ▶ 3a				10,143,661.
b Approved for future payment				
POPULATION COUNCIL, INC. ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017		NON-PF 501(C)(3)	SUPPORT IMPLEMENTATION AND EVALUATION OF THE ABRIENDO OPORTUNIDADES PROGRAM	330,000.
Total ▶ 3b				330,000.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	15,315.	
4 Dividends and interest from securities			14	3,204.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	18,987.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	325.	
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 GAIN			01	6,646.	
b RETURNED GRANTS					106,383.
c SEC. 481(A) ADJUSTMENT			01	49,548,962.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		49,593,439.	106,383.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	49,699,822.

(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

▶ [signature] 4/8/14 ▶ 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	04/04/14		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	

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

2012

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	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $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. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	$ 5,752,301.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	WORLD BANK 1818 H STREET NW WASHINGTON, DC 20433	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (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 DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	3,204.	0.	3,204.
TOTAL TO FM 990-PF, PART I, LN 4	3,204.	0.	3,204.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND IN OREGON	1	20,000.
TOTAL TO FORM 990-PF, PART I, LINE 5A		20,000.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE TAXES		1,013.	
- SUBTOTAL -	1		1,013.
TOTAL RENTAL EXPENSES			1,013.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			18,987.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN CURRENCY SEC. 988 GAIN	6,646.	41,645.	
RETURNED GRANTS	106,383.	0.	
SEC. 481(A) ADJUSTMENT	49,548,962.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	49,661,991.	41,645.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	52,306.	0.		45,660.
TO FM 990-PF, PG 1, LN 16A	52,306.	0.		45,660.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	23,547.	0.		23,547.
TO FORM 990-PF, PG 1, LN 16B	23,547.	0.		23,547.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNICATIONS	958,436.	0.		887,246.
PUBLIC RELATIONS	490,336.	0.		131,821.
CONTENT DEVELOPMENT	1,643,173.	0.		1,381,738.
TEMPORARY HELP	908,478.	0.		809,930.
OTHER PROFESSIONAL FEES	10,462,449.	0.		8,536,086.
TO FORM 990-PF, PG 1, LN 16C	14,462,872.	0.		11,746,821.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN OFFICE TAXES	13,468.	0.		13,468.
OTHER TAXES	1,200.	0.		1,200.
EXCISE TAXES	400.	0.		0.
REAL ESTATE TAXES	1,013.	1,013.		0.
TO FORM 990-PF, PG 1, LN 18	16,081.	1,013.		14,668.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	56,538.	5,654.		50,812.
MISCELLANEOUS EXPENSES	210,681.	0.		209,186.
OFFICE SUPPLIES	91,794.	0.		81,303.
TELEPHONE	60,683.	0.		59,775.
EQUIPMENT MAINTENANCE	98,640.	0.		60,952.
INFORMATION TECHNOLOGY	43,111.	0.		43,253.
ADVERTISING AND PROMOTION	90,006.	0.		46,537.
CONSULTANT TRAVEL	2,195,081.	0.		2,022,470.
CONFERENCES AND MEETINGS	797,452.	0.		723,994.
TO FORM 990-PF, PG 1, LN 23	3,643,986.	5,654.		3,298,282.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
UNREALIZED LOSS	2,168.
AUDIT ADJUSTMENT	6,209,148.
TOTAL TO FORM 990-PF, PART III, LINE 5	6,211,316.

FORM 990-PF OTHER NOTES AND LOANS PAYABLE STATEMENT 11

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	NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST	STATEMENT 12

NAME OF COUNTRY
RWANDA
UNITED KINGDOM

FORM 990-PF | TRANSFERS TO CONTROLLED ENTITIES PART VII-A, LINE 11 | STATEMENT 13

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
GIRL HUB	91-1106209

ADDRESS

142 WARDOUR STREET
LONDON, UNITED KINGDOM W1F 8DD

DESCRIPTION OF TRANSFER

CHARITABLE GRANT TO GIRL HUB FOR GENERAL OPERATIONS.

	AMOUNT OF TRANSFER
	1,997,970.
TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES	1,997,970.

FORM 990-PF LIST OF CONTROLLED ENTITIES PART VII-A, LINE 11 STATEMENT 14

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
GIRL HUB	91-1106209

ADDRESS

142 WARDOUR STREET
LONDON, UNITED KINGDOM W1F 8DD

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

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

HILARY KRANE C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	DIRECTOR 1.00	0.	0.	0.
RODNEY C. PRATT C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	SECRETARY 15.00	0.	0.	0.
PETER BUFFET C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	DIRECTOR 1.00	0.	0.	0.
JENNIFER BUFFET C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	DIRECTOR 2.00	0.	0.	0.
GARY DESTEFANO C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	DIRECTOR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Nike Foundation
Grantee EIN: n/a (ADE Brasil is a Registered Brazilian NGO)
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Academia para o Desenvolvimento da Educação, Brasil (ADE Brasil)*
Av Barbarosa Lima, 149 Room 406,
Bairro do Recife
Recife, Brazil 50.030-330

(2) Date Paid in Current Tax Year: *$0.00 paid in tax year 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: *$2,517,148 spent by grantee as of 5/31/2013.*

(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:

The grantee returned unspent grant funds of $106,383 and investment and exchange gains of $53,318 in January of 2013. Final narrative and financial reports were received in July 2013.

(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 *2012* 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: $*0.00*

(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 5/31/2013*

(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

Grantee EIN. n/a
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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

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

(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: *$2,743,534 spent by grantee as of 5/31/2013*

(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 July 2013.

(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

Grantee EIN: n/a
ATTACHMENT TO <u>2012</u> FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *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: *$47,276 spent by grantee as of 5/31/2013*

(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 July 2013.

(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

Grantee EIN: n/a
ATTACHMENT TO *2012* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *European Parliamentary Forum*
23 Rue Montoyer
1000 Brussels, Beligium

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

(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: *$528,275 spent by grantee as of 5/31/2013.*

(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 January of 2013.

(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

Grantee EIN: 77-0529657
ATTACHMENT TO *2012* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Firelight Foundation*
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: $1,500,000 spent by grantee as of 5/31/2013.

(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 and Narrative Reports were received in August 2013.

(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

Grantee EIN: n/a
ATTACHMENT TO *2012* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Fundacion Paraguaya*
Manuel Blinder 5589 esq. Tte. Espinoza
Asuncion, Paraguay

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

(3) Total Paid:

$100,000 paid on 6/17/2010 } FY11 Grant

$87,404 paid on 7/29/2011
$432,346 paid on 8.27/2010
$548,100 paid on 9/23/2009
$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: *$1,692,600 spent by grantee as of 5/31/2013 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

Grantee EIN: n/a
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *G(irls)20 Summit*
410 Queens Quay Blvd West, Suite 304
Toronto, Ontario M5V3T1
Canada

(2) Date Paid in Current Tax Year: *$50,000 paid on 5/13/2013*
$125,000 paid on 6/1/2012

(3) Total Paid:

$50,000 paid on 5/13/2013	2013 Summit
$125,000 paid on 6/1/2012	2012 Summit

(4) Purpose:

The purpose of these grants is to support for the 2012 and 2013 G(irls) 20 Summits

(5) Amount of Grant Spent by Grantee: *$175,000 spent by grantee as of 5/31/2013.*

(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 reports were received in July 2013 for both grants.

(8) Verification (Optional and when applicable)

Nike Foundation signed the first grant agreement on 5/18/2012, the second on 5/16/2013. There has not been any reason to doubt the grantee's accuracy or reliability (Reg. 53.4945-5(c)).

Nike Foundation

Grantee E.I.N. # 98-1106209
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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

(2) Date Paid in Current Tax Year:

$157,100 paid on 7/20/2012
$440,660 paid on 11/30/2012
$302,580 paid on 2/4/2013
$304,180 paid on 3/15/2013
$775,450 paid on 4/12/2013

(3) Total Paid:

$2,500,642 paid to grantee through tax year 5/31/2013

(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 Hub offices in Rwanda, Nigeria and Ethiopia.

(5) Amount of Grant Spent by Grantee: *$2,500,642 spent by grantee as of 5/31/2013.*

(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 reports were received in May of 2013.

(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

Grantee EIN: n/a
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *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 5/31/2013.*

(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 reports were received by Nike Foundation in August of 2012.

(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

Grantee EIN: n/a
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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

(2) Date Paid in Current Tax Year: *$24,854 paid on 7/30/2012.*

(3) Total Paid:

$ 24,854 paid on 7/30/2012
$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: *$464,854 spent by grantee as of 5/31/2013*

(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

Grantee E.I.N. # n/a
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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

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

(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* *$800,000 paid to PIWH on 5/25/2007*	*Men & Boys Program*

(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: $2,042,915 spent by grantee as of 10/31/2013 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 September 2013. 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 October of 2013.

(8) Verification (Optional and when applicable)

Nike Foundation signed the Scale-up grant agreement on 5/25/2011; he 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

Grantee EIN: n/a
ATTACHMENT TO <u>*2012*</u> FORM 990-PF
RETURN OF PRIVATE FOUNDATION
STATEMENT REQUIRED BY REG. §53.4945-5(d)
INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *International Bank for Reconstruction and Development (World Bank)*
1818 H Street NW
Washington ,DC 80433

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

(3) Total Paid:

$500,000 paid on 5/31/2012 *$500,000 paid on 2/16/2012* *$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 *$1,000,000 paid on 4/27/2010* *$1,000,000 paid on 5/20/2009* *$ 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:

$2,000,000 spent by grantee as of 5/31/2013 for Adolescent Girls Initiative; $130,000 spent as of 5/31/2011 for WDR; and $3,250,000 spent as of 5/31/2013 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 reports were received in June of 2013. All funds have been fully disbursed by the grantee.

(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

Grantee EIN: n/a
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STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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

(2) Date Paid in Current Tax Year: *$15,783 paid on 5/31/2013*

(3) Total Paid:

$15,783 paid on 5/31/2013

(4) Purpose:

The purpose of this grant is to enable grantee to support the operations of a girl's safe space program in Bishoftu Secondary School at Debre Zeit Town in Ethiopia.

(5) Amount of Grant Spent by Grantee: *$0.00 spent by grantee as of 5/31/2013*

(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 reporting is not yet due for this grant.

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 5/24/2013. 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: 52-0848769
PoA is a Brazilian Not for Profit
ATTACHMENT TO 2012 FORM 990-PF
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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 5/31/2013*

(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

Praekelt Foundation is a South African welfare organization
Registration No: 2007/012585/08
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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

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

(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: *$33,423 spent by grantee as of 5/31/2013.*

(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:

An interim financial report was received from the grantee in July 2013.

(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

Grantee EIN: 94-3400371
ATTACHMENT TO 2012 FORM 990-PF
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STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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

(2) Date Paid in Current Tax Year: *$33,332 paid on 7/15/2012*

(3) Total Paid:

$33,332 paid on 7/15/2012
$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: *$99,996 spent by grantee as of 5/31/2013*

(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 October 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

Grantee EIN: n/a
Stitching Mama Cash is a registered Foundation in the Netherlands
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Stitching Mama Cash*
Eerste Helmersstraat 17-III
Amsterdam, the Netherlands

(2) Date Paid in Current Tax Year: *$440,850 paid on 2/28/2013*

(3) Total Paid:

$440,850 paid on 2/28/2013
$438,850 paid on 4/25/2012
$394,100 paid on 6/15/2011

(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: *$441,197 spent by grantee as of 5/31/2013*

(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 July of 2013.

(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

Grantee EIN: n/a
The Elders is a registered charity in the United Kingdom
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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

(2) Date Paid in Current Tax Year: *$29,728 paid on 2/28/2013 and*
$300,000 paid on 5/20/2013

(3) Total Paid:

$300,000 paid on 5/20/2013	Girls Not Brides FY13
$29,728 paid on 2/28/2013 *$157,000 paid on 5/31/2012* *$113,000 paid on 1/6/2012*	Girls Not Brides FY12

(4) Purpose:

The projects seek to create, launch and develop Girls Not Brides: The Global Partnership to End Child Marriage.

(5) Amount of Grant Spent by Grantee: *$299,728 spent by grantee on the FY12 grant as of 5/31/2013; $90,763 spent on the second grant as of 6/30/2013.*

(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 final financial and narrative reports in March 2013 for the first grant; a financial report for the second grant was received in July of 2013.

(8) Verification (Optional and when applicable)

Nike Foundation signed the first grant agreement on 12/15/2011. The second grant agreement was signed on 5/17/2013. There has not been any reason to doubt the Elders' accuracy or reliability (Reg. 53.4945-5(c)).

__Nike Foundation__

Grantee EIN: n/a
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STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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

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

(3) Total Paid:

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

(4) Purpose:
The purpose of this initial grant was to link vulnerable adolescent girls to the Kuweni Serious community. The second grant was made to support the facilitation of Girl labs in Nairobi, Kenya.

(5) Amount of Grant Spent by Grantee: $64,686 spent by grantee as of 5/31/2013.

(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 2011 for the Kuweni Serious grant. Final narrative and financial reports for the Nairobi grant were received in April of 2013.

(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

Grantee EIN: n/a
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *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: *$10,000 spent by grantee as of 5/31/2013.*

(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 July 2013.

(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, 2013 **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 FY 2013, 3,113 girls in Rwanda and 1800 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 1.2 million Ethiopians by June 2014.

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, 2013

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)

	5/31/2013		
NOVO Foundation			
Amount Received on 8/30/12	$ 13,000,000		
Amount Distributed by 5/31/13	(13,000,000)	13,000,000	
Remaining Amount to be distributed	-		
The Bill & Melinda Gates Foundation			
Amount Received on 11/1/12	1,242,325		
Amount Distributed by 5/31/13	(1,242,325)	1,242,325	
Remaining Amount to be distributed	-		
		$ 14,242,325	***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
2010	$ 14,242,325
	$ 14,242,325

Signed: Collette Hemmings 4/8/14
Date

Collette Hemmings, Chief Operations Officer
Name and Title

NIKE FOUNDATION
GRANT CONTRIBUTIONS PAD IN FISCAL YEAR 2012 (6/1/2012 - 5/31/2013)
FORM 990-PF, PART XV, LINE 3A

Grantee Name	Address	City	State	Zip	Foundation Status of Recipient	Purpose of Grant	Paid Amount
American Jewish World Service, Inc	45 West 36th Street, 10th floor	New York	New York	10018	Non-PF 501 (c)(3)	Unique and powerful grassroots girls projects in Ethiopia, India and Kenya	$445,625
BRAC USA	110 William Street, 29th Floor	New York	New York	10038	Non-PF 501 (c)(3)	Develop and implement a communications strategy	$145,011
BRAC USA	110 William Street, 29th Floor	New York	New York	10038	Non-PF 501 (c)(3)	Sustainable microfinance customized for girls in Bangladesh	$554,960
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	$572,551
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	$73,000
Center for Interfaith Action	c/o Washington National Cathedral Massachusetts and Wisconsin Avenues	Washington	DC	20016	Non-PF 501 (c)(3)	Leverage faith communities to empower girls in Ethiopia and Nigeria	$63,864
EMpower	111 John St , Suite 1005	New York	NY	10038	Non-PF 501 (c)(3)	Girl-centered design for urban, high-risk girls	$971,749
EMpower	111 John St , Suite 1005	New York	NY	10038	Non-PF 501 (c)(3)	Support for the Grassroots Girls Initiative Communications Lead	$153,856
Equality Now, Inc	PO Box 20646 Columbus Circle Station	New York	NY	10023	Non-PF 501 (c)(3)	Legal cases to safeguard girls' rights	$110,000
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	$495,075
G(irls)20 Summit	410 Queens Quay Blvd West, Suite 304	Toronto	Ontario, Canada	M5V 3T1	expenditure responsibility	Support for the 2012 G(irls)20 Summit	$125,000
G(irls)20 Summit	410 Queens Quay Blvd West, Suite 304	Toronto	Ontario, Canada	M5V 3T1	expenditure responsibility	Support for the 2013 G(irls)20 Summit	$50,000
Girl Hub-London	142 Wardour Street	London	England	W1F 8DD	expenditure responsibility	Raise awareness and incite action to help girls through health, education, economic opportunity, and justice	$1,997,970
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	$413,540

Grantee Name	Address	City	State	Zip	Foundation Status of Recipient	Purpose of Grant	Paid Amount
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	$105,671
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	$24,854
International Rescue Committee	22 East 42nd Street	10168	NY	10168	Non-PF 501 (c)(3)	To promote economic and social empowerment for adolescent girls in Nairobi, Kenya	$506,627
International Rescue Committee	22 East 42nd Street	10168	NY	10168	Non-PF 501 (c)(3)	The Sisters of Success program in Liberia	$203,154
Jerusalem Children & Community Development Organization	PO Box 41742	Addis Ababa	Ethiopia		expenditure responsibility	Safe space program in Bishoftu Secondary School at Debre Zeit Town in Ethiopia	$15,783
JSI Research & Training Institute	44 Farnsworth Street	Boston	MA	02210	Non-PF 501 (c)(3)	To support fellows in Liberia as special assistants to the Minister of Gender and Development and Minister of Youth and Sport.	$134,296
Katahdin Foundation	1516 Fifth Street	Berkeley	CA	94710	Non-PF 501 (c)(3)	Support to produce the film Girl Rising	$258,750
Landesa	1424 4th Avenue, Suite 300	Seattle	WA	98101	Non-PF 501 (c)(3)	Leveraging land rights in India to build girls' assets	$311,082
Massachusetts Institute of Technology	E52-243B 50 Memorial Drive	Cambridge	MA	02142-1347	Non-PF 501 (c)(3)	Providing policymakers with the youth-specific information they need to design and implement more effective solutions	$230,000
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	$95,370
Mercy Corps	45 SW Ankeny St	Portland	OR	97204	Non-PF 501 (c)(3)	Build girl expertise within Mercy Corps	$146,978
Mercy Corps	45 SW Ankeny St	Portland	OR	97204	Non-PF 501 (c)(3)	Fellowship support under the Nike Foundation - Mercy Corps Fellowship Program in Nigeria	$165,013
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	$22,500
Population Services International	1120 Nineteenth Street NW, Suite 600	Washington	DC	20036	Non-PF 501 (c)(3)	Fellowship support under the Nike Foundation - PSI Fellowship Program	$96,308
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	$25,000
Rockman et al, Inc	49 Geary Street, Suite 530	San Francisco	CA	94108	expenditure responsibility	Evaluation of USA Girls Initiative	$33,332
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	$53,279
Stitching Mama Cash	Eerste Helmersstraat 17-III	Amsterdam	the Netherlands		expenditure responsibility	Building a global movement of adolescent girls and young women	$440,850

Grantee Name	Address	City	State	Zip	Foundation Status of Recipient	Purpose of Grant	Paid Amount
Technoserve	1800 M Street, NW Suite 1066, South Tower	Washington	D C	20036	Non-PF 501 (c)(3)	Support for an entrepreneurship program for adolescent girls (aged 15-22) within schools and communities in urban Kenya	$400,103
The Elders Foundation	Lyric House, 149 Hammersmith Road	London	UK	W6 6GS	expenditure responsibility	The global partnership to end child marriage, FY12 support	$29,728
The Elders Foundation	Lyric House, 149 Hammersmith Road	London	UK	W6 6GS	expenditure responsibility	The global partnership to end child marriage, FY13 support	$300,000

Total Paid $ 10,143,661

Form **3115** (Rev December 2009) Department of the Treasury Internal Revenue Service

Application for Change in Accounting Method

OMB No 1545-0152

Name of filer (name of parent corporation if a consolidated group) (see instructions) NIKE FOUNDATION	Identification number (see instructions) 93-1159948 Principal business activity code number (see instructions)
Number, street, and room or suite no If a P O box, see the instructions ONE BOWERMAN DRIVE	Tax year of change begins (MM/DD/YYYY) 06/01/2012 Tax year of change ends (MM/DD/YYYY) 05/31/2013
City or town, state, and ZIP code BEAVERTON, OR 97005-6453	Name of contact person (see instructions) MARIA S. EITEL
Name of applicant(s) (if different than filer) and identification number(s) (see instructions)	Contact person's telephone number 503-671-6453

If the applicant is a member of a consolidated group, check this box . . . ▶ ☐

If **Form 2848,** Power of Attorney and Declaration of Representative, is attached (see instructions for when Form 2848 is required), check this box . . . ▶ ☒

Check the box to indicate the type of applicant.		Check the appropriate box to indicate the type of accounting method change being requested. (see instructions)
☐ Individual	☐ Cooperative (Sec. 1381)	☐ Depreciation or Amortization
☐ Corporation	☐ Partnership	☐ Financial Products and/or Financial Activities of Financial Institutions
☐ Controlled foreign corporation (Sec. 957)	☐ S corporation	☒ Other (specify) ▶ CHANGE TO AN OVERALL ACCRUAL METHOD
☐ 10/50 corporation (Sec 904(d)(2)(E))	☐ Insurance co (Sec. 816(a))	
☐ Qualified personal service corporation (Sec. 448(d)(2))	☐ Insurance co. (Sec. 831)	
☒ Exempt organization. Enter Code section ▶ 501(C)(3)	☐ Other (specify) ▶	

Caution. *To be eligible for approval of the requested change in method of accounting, the taxpayer must provide all information that is relevant to the taxpayer or to the taxpayer's requested change in method of accounting. This includes all information requested on this Form 3115 (including its instructions), as well as any other information that is not specifically requested*

The taxpayer must attach all applicable supplemental statements requested throughout this form.

Part I Information For Automatic Change Request

		Yes	No
1	Enter the applicable designated automatic accounting method change number for the requested automatic change Enter only one designated automatic accounting method change number, except as provided for in guidance published by the IRS If the requested change has no designated automatic accounting method change number, check "Other," and provide both a description of the change and citation of the IRS guidance providing the automatic change See instructions ▶ (a) Change No. 122 (b) Other ☐ Description ▶		
2	Do any of the scope limitations described in section 4.02 of Rev. Proc 2008-52 cause automatic consent to be unavailable for the applicant's requested change? If "Yes," attach an explanation . . .		X
Note.	*Complete Part II below and then Part IV, and also Schedules A through E of this form (if applicable)*		

Part II Information For All Requests

		Yes	No
3	Did or will the applicant cease to engage in the trade or business to which the requested change relates, or terminate its existence, in the tax year of change (see instructions)? . . . If "Yes," the applicant is not eligible to make the change under automatic change request procedures.		X
4a	Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) under examination (see instructions)? . . . If "No," go to line 5.		X
b	Is the method of accounting the applicant is requesting to change an issue (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) either (i) under consideration or (ii) placed in suspense (see instructions)? . . .		

Signature *(see instructions)*

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

Filer	**Preparer (other than filer/applicant)**
Collette Hemmings **Signature and date**	JANE M. SEARING **Signature of individual preparing the application and date**
COLLETTE HEMMINGS, CHIEF OPERATIONS OFFICER **Name and title (print or type)**	JANE M. SEARING **Name of individual preparing the application (print or type)**
	CLARK NUBER, P.S. **Name of firm preparing the application**

Part II Information For All Requests (continued)

		Yes	No
4c	Is the method of accounting the applicant is requesting to change an issue pending (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) for any tax year under examination (see instructions)?	N/A	
d	Is the request to change the method of accounting being filed under the procedures requiring that the operating division director consent to the filing of the request (see instructions)? If "Yes," attach the consent statement from the director	N/A	
e	Is the request to change the method of accounting being filed under the 90-day or 120-day window period? If "Yes," check the box for the applicable window period and attach the required statement (see instructions). ☐ 90 day ☐ 120 day: Date examination ended ▶	N/A	
f	If you answered "Yes" to line 4a, enter the name and telephone number of the examining agent and the tax year(s) under examination. Name ▶ Telephone number ▶ Tax year(s) ▶		
g	Has a copy of this Form 3115 been provided to the examining agent identified on line 4f?	N/A	
5a	Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) before Appeals and/or a Federal court? If "Yes," enter the name of the (check the box) ☐ Appeals officer and/or ☐ counsel for the government, telephone number, and the tax year(s) before Appeals and/or a Federal court. Name ▶ Telephone number ▶ Tax year(s) ▶		X
b	Has a copy of this Form 3115 been provided to the Appeals officer and/or counsel for the government identified on line 5a?	N/A	
c	Is the method of accounting the applicant is requesting to change an issue under consideration by Appeals and/or a Federal court (for either the applicant or any present or former consolidated group in which the applicant was a member for the tax year(s) the applicant was a member) (see instructions)? If "Yes," attach an explanation		X
6	If the applicant answered "Yes" to line 4a and/or 5a with respect to any present or former consolidated group, attach a statement that provides each parent corporation's **(a)** name, **(b)** identification number, **(c)** address, and **(d)** tax year(s) during which the applicant was a member that is under examination, before an Appeals office, and/or before a Federal court.		
7	If, for federal income tax purposes, the applicant is either an entity (including a limited liability company) treated as a partnership or an S corporation, is it requesting a change from a method of accounting that is an issue under consideration in an examination, before Appeals, or before a Federal court, with respect to a Federal income tax return of a partner, member, or shareholder of that entity? If "Yes," the applicant is **not** eligible to make the change.	N/A	
8a	Does the applicable revenue procedure (advance consent or automatic consent) state that the applicant does not receive audit protection for the requested change (see instructions)?		X
b	If "Yes," attach an explanation.		
9a	Has the applicant, its predecessor, or a related party requested or made (under either an automatic change procedure or a procedure requiring advance consent) a change in method of accounting within the past 5 years (including the year of the requested change)?		X
b	If "Yes," for each trade or business, attach a description of each requested change in method of accounting (including the tax year of change) and state whether the applicant received consent.		
c	If any application was withdrawn, not perfected, or denied, or if a Consent Agreement granting a change was not signed and returned to the IRS, or the change was not made or not made in the requested year of change, attach an explanation.		
10a	Does the applicant, its predecessor, or a related party currently have pending any request (including any concurrently filed request) for a private letter ruling, change in method of accounting, or technical advice?		X
b	If "Yes," for each request attach a statement providing the name(s) of the taxpayer, identification number(s), the type of request (private letter ruling, change in method of accounting, or technical advice), and the specific issue(s) in the request(s)		
11	Is the applicant requesting to change its **overall** method of accounting? If "Yes," check the appropriate boxes below to indicate the applicant's present and proposed methods of accounting. Also, complete Schedule A on page 4 of this form.	X	

Present method:	☒ Cash	☐ Accrual	☐ Hybrid (attach description)
Proposed method:	☐ Cash	☒ Accrual	☐ Hybrid (attach description)

Part II Information For All Requests (continued)

		Yes	No
12	If the applicant is either (i) **not** changing its overall method of accounting, or (ii) is changing its overall method of accounting and also changing to a special method of accounting for one or more items, attach a detailed and complete description for each of the following:		
a	The item(s) being changed		
b	The applicant's present method for the item(s) being changed		
c	The applicant's proposed method for the item(s) being changed.		
d	The applicant's present overall method of accounting (cash, accrual, or hybrid).		
13	Attach a detailed and complete description of the applicant's trade(s) or business(es), and the principal business activity code for each. If the applicant has more than one trade or business as defined in Regulations section 1.446-1(d), describe whether each trade or business is accounted for separately; the goods and services provided by each trade or business and any other types of activities engaged in that generate gross income, the overall method of accounting for each trade or business; and which trade or business is requesting to change its accounting method as part of this application or a separate application.		
14	Will the proposed method of accounting be used for the applicant's books and records and financial statements? For insurance companies, see the instructions . . . . If "No," attach an explanation	X	
15a	Has the applicant engaged, or will it engage, in a transaction to which section 381(a) applies (e.g., a reorganization, merger, or liquidation) during the proposed tax year of change determined without regard to any potential closing of the year under section 381(b)(1)?		X
b	If "Yes," for the items of income and expense that are the subject of this application, attach a statement identifying the methods of accounting used by the parties to the section 381(a) transaction immediately before the date of distribution or transfer and the method(s) that would be required by section 381(c)(4) or (c)(5) absent consent to the change(s) requested in this application.		
16	Does the applicant request a conference with the IRS National Office if the IRS proposes an adverse response?	X	
17	If the applicant is changing to either the overall cash method, an overall accrual method, or is changing its method of accounting for any property subject to section 263A, any long-term contract subject to section 460, or inventories subject to section 474, enter the applicant's gross receipts for the 3 tax years preceding the tax year of change.		

1st preceding year ended mo 05/31 yr 2012	2nd preceding year ended mo 05/31 yr 2011	3rd preceding year ended mo 05/31 yr 2010
$ 27,072,335	$ 27,241,267	$ 24,963,654

Part III Information For Advance Consent Request

		Yes	No
18	Is the applicant's requested change described in any revenue procedure, revenue ruling, notice, regulation, or other published guidance as an automatic change request? . . . . If "Yes," attach an explanation describing why the applicant is submitting its request under advance consent request procedures.	N/	A
19	Attach a full explanation of the legal basis supporting the proposed method for the item being changed. Include a detailed and complete description of the facts that explains how the law specifically applies to the applicant's situation and that demonstrates that the applicant is authorized to use the proposed method Include all authority (statutes, regulations, published rulings, court cases, etc) supporting the proposed method. Also, include either a discussion of the contrary authorities or a statement that no contrary authority exists		
20	Attach a copy of all documents related to the proposed change (see instructions)		
21	Attach a statement of the applicant's reasons for the proposed change		
22	If the applicant is a member of a consolidated group for the year of change, do all other members of the consolidated group use the proposed method of accounting for the item being changed? . . . . . If "No," attach an explanation.	N/	A
23a	Enter the amount of **user fee** attached to this application (see instructions). ▶ $		
b	If the applicant qualifies for a reduced user fee, attach the required information or certification (see instructions)		

Part IV Section 481(a) Adjustment

		Yes	No
24	Does the applicable revenue procedure, revenue ruling, notice, regulation, or other published guidance require the applicant to implement the requested change in method of accounting on a cut-off basis rather than a section 481(a) adjustment? If "Yes," do not complete lines 25, 26, and 27 below.		X
25	Enter the section 481(a) adjustment. Indicate whether the adjustment is an increase (+) or a decrease (-) in income. ▶ $ 49,548,962 Attach a summary of the computation and an explanation of the methodology used to determine the section 481(a) adjustment If it is based on more than one component, show the computation for each component If more than one applicant is applying for the method change on the same application, attach a list of the name, identification number, principal business activity code (see instructions), and the amount of the section 481(a) adjustment attributable to each applicant.		

Part IV	Section 481(a) Adjustment (continued)	Yes	No
26	If the section 481(a) adjustment is an increase to income of less than $25,000, does the applicant elect to take the entire amount of the adjustment into account in the year of change?	N/A	
27	Is any part of the section 481(a) adjustment attributable to transactions between members of an affiliated group, a consolidated group, a controlled group, or other related parties? If "Yes," attach an explanation.	N/A	

Schedule A—Change in Overall Method of Accounting (If Schedule A applies, Part I below must be completed)

Part I Change in Overall Method (see instructions)

1 Enter the following amounts as of the close of the tax year preceding the year of change. If none, state "None." Also, attach a statement providing a breakdown of the amounts entered on lines 1a through 1g.

		Amount
a	Income accrued but not received (such as accounts receivable)	$57,968,512
b	Income received or reported before it was earned (such as advanced payments) Attach a description of the income and the legal basis for the proposed method	NONE
c	Expenses accrued but not paid (such as accounts payable)	(8,823,204)
d	Prepaid expenses previously deducted	144,500
e	Supplies on hand previously deducted and/or not previously reported	NONE
f	Inventory on hand previously deducted and/or not previously reported Complete Schedule D, Part II	NONE
g	Other amounts (specify). Attach a description of the item and the legal basis for its inclusion in the calculation of the section 481(a) adjustment. ▶ SEE STATEMENT 2	259,154
h	**Net section 481(a) adjustment** (Combine lines 1a–1g.) Indicate whether the adjustment is an increase (+) or decrease (-) in income Also enter the net amount of this section 481(a) adjustment amount on Part IV, line 25.	$49,548,962

2 Is the applicant also requesting the recurring item exception under section 461(h)(3)? ☐ Yes ☒ No

3 Attach copies of the profit and loss statement (Schedule F (Form 1040) for farmers) and the balance sheet, if applicable, as of the close of the tax year preceding the year of change. Also attach a statement specifying the accounting method used when preparing the balance sheet. If books of account are not kept, attach a copy of the business schedules submitted with the Federal income tax return or other return (e g., tax-exempt organization returns) for that period. If the amounts in Part I, lines 1a through 1g, do not agree with those shown on both the profit and loss statement and the balance sheet, attach a statement explaining the differences.

Part II Change to the Cash Method For Advance Consent Request (see instructions)

Applicants requesting a change to the cash method must attach the following information.

1 A description of inventory items (items whose production, purchase, or sale is an income-producing factor) and materials and supplies used in carrying out the business.

2 An explanation as to whether the applicant is required to use the accrual method under any section of the Code or regulations.

Schedule B—Change to the Deferral Method for Advance Payments (see instructions)

1 If the applicant is requesting to change to the Deferral Method for advance payments described in section 5.02 of Rev Proc. 2004-34, 2004-1 C.B. 991, attach the following information:

a A statement explaining how the advance payments meet the definition in section 4.01 of Rev. Proc 2004-34.

b If the applicant is filing under the automatic change procedures of Rev. Proc. 2008-52, the information required by section 8.02(3)(a)-(c) of Rev. Proc. 2004-34.

c If the applicant is filing under the advance consent provisions of Rev Proc. 97-27, the information required by section 8.03(2)(a)-(f) of Rev. Proc. 2004-34

2 If the applicant is requesting to change to the deferral method for advance payments described in Regulations section 1.451-5(b)(1)(ii), attach the following.

a A statement explaining how the advance payments meet the definition in Regulations section 1.451-5(a)(1)

b A statement explaining what portions of the advance payments, if any, are attributable to services, whether such services are integral to the provisions of goods or items, and whether any portions of the advance payments that are attributable to non-integral services are less than five percent of the total contract prices. See Regulations sections 1.451-5(a)(2)(i) and (3).

c A statement explaining that the advance payments will be included in income no later than when included in gross receipts for purposes of the applicant's financial reports See Regulations section 1 451-5(b)(1)(ii).

d A statement explaining whether the inventoriable goods exception of Regulations section 1.451-5(c) applies and if so, when substantial advance payments will be received under the contracts, and how the exception will limit the deferral of income.

Schedule C—Changes Within the LIFO Inventory Method (see instructions)

Part I General LIFO Information

Complete this section if the requested change involves changes within the LIFO inventory method Also, attach a copy of all **Forms 970,** Application To Use LIFO Inventory Method, filed to adopt or expand the use of the LIFO method.

1 Attach a description of the applicant's present and proposed LIFO methods and submethods for each of the following items:

a Valuing inventory (e.g., unit method or dollar-value method).

b Pooling (e.g., by line or type or class of goods, natural business unit, multiple pools, raw material content, simplified dollar-value method, inventory price index computation (IPIC) pools, vehicle-pool method, etc.).

c Pricing dollar-value pools (e.g , double-extension, index, link-chain, link-chain index, IPIC method, etc.).

d Determining the current-year cost of goods in the ending inventory (i e , most recent acquisitions, earliest acquisitions during the current year, average cost of current-year acquisitions, or other permitted method).

2 If any present method or submethod used by the applicant is not the same as indicated on Form(s) 970 filed to adopt or expand the use of the method, attach an explanation.

3 If the proposed change is not requested for all the LIFO inventory, attach a statement specifying the inventory to which the change is and is not applicable.

4 If the proposed change is not requested for all of the LIFO pools, attach a statement specifying the LIFO pool(s) to which the change is applicable

5 Attach a statement addressing whether the applicant values any of its LIFO inventory on a method other than cost For example, if the applicant values some of its LIFO inventory at retail and the remainder at cost, identify which inventory items are valued under each method.

6 If changing to the IPIC method, attach a completed Form 970.

Part II Change in Pooling Inventories

1 If the applicant is proposing to change its pooling method or the number of pools, attach a description of the contents of, and state the base year for, each dollar-value pool the applicant presently uses and proposes to use.

2 If the applicant is proposing to use natural business unit (NBU) pools or requesting to change the number of NBU pools, attach the following information (to the extent not already provided) in sufficient detail to show that each proposed NBU was determined under Regulations section 1.472-8(b)(1) and (2):

a A description of the types of products produced by the applicant If possible, attach a brochure.

b A description of the types of processes and raw materials used to produce the products in each proposed pool.

c If all of the products to be included in the proposed NBU pool(s) are not produced at one facility, state the reasons for the separate facilities, the location of each facility, and a description of the products each facility produces

d A description of the natural business divisions adopted by the taxpayer. State whether separate cost centers are maintained and if separate profit and loss statements are prepared.

e A statement addressing whether the applicant has inventories of items purchased and held for resale that are not further processed by the applicant, including whether such items, if any, will be included in any proposed NBU pool.

f A statement addressing whether all items including raw materials, goods-in-process, and finished goods entering into the entire inventory investment for each proposed NBU pool are presently valued under the LIFO method. Describe any items that are not presently valued under the LIFO method that are to be included in each proposed pool

g A statement addressing whether, within the proposed NBU pool(s), there are items both sold to unrelated parties and transferred to a different unit of the applicant to be used as a component part of another product prior to final processing.

3 If the applicant is engaged in manufacturing and is proposing to use the multiple pooling method or raw material content pools, attach information to show that each proposed pool will consist of a group of items that are substantially similar. See Regulations section 1.472-8(b)(3)

4 If the applicant is engaged in the wholesaling or retailing of goods and is requesting to change the number of pools used, attach information to show that each of the proposed pools is based on customary business classifications of the applicant's trade or business. See Regulations section 1.472-8(c)

Schedule D—Change in the Treatment of Long-Term Contracts Under Section 460, Inventories, or Other Section 263A Assets (see instructions)

Part I Change in Reporting Income From Long-Term Contracts (Also complete Part III on pages 7 and 8.)

1 To the extent not already provided, attach a description of the applicant's present and proposed methods for reporting income and expenses from long-term contracts. Also, attach a representative actual contract (without any deletion) for the requested change. If the applicant is a construction contractor, attach a detailed description of its construction activities.

2a Are the applicant's contracts long-term contracts as defined in section 460(f)(1) (see instructions)? ☐ Yes ☐ No

b If "Yes," do all the contracts qualify for the exception under section 460(e) (see instructions)? ☐ Yes ☐ No
If line 2b is "No," attach an explanation.

c If line 2b is "Yes," is the applicant requesting to use the percentage-of-completion method using cost-to-cost under Regulations section 1.460-4(b)? ☐ Yes ☐ No

d If line 2c is "No," is the applicant requesting to use the exempt-contract percentage-of-completion method under Regulations section 1.460-4(c)(2)? ☐ Yes ☐ No
If line 2d is "Yes," attach an explanation of what cost comparison the applicant will use to determine a contract's completion factor.
If line 2d is "No," attach an explanation of what method the applicant is using and the authority for its use.

3a Does the applicant have long-term manufacturing contracts as defined in section 460(f)(2)? ☐ Yes ☐ No

b If "Yes," attach an explanation of the applicant's present and proposed method(s) of accounting for long-term manufacturing contracts.

c Attach a description of the applicant's manufacturing activities, including any required installation of manufactured goods.

4 To determine a contract's completion factor using the percentage-of-completion method:

a Will the applicant use the cost-to-cost method in Regulations section 1.460-4(b)? ☐ Yes ☐ No

b If line 4a is "No," is the applicant electing the simplified cost-to-cost method (see section 460(b)(3) and Regulations section 1.460-5(c))? ☐ Yes ☐ No

5 Attach a statement indicating whether any of the applicant's contracts are either cost-plus long-term contracts or Federal long-term contracts.

Part II Change in Valuing Inventories Including Cost Allocation Changes (Also complete Part III on pages 7 and 8.)

1 Attach a description of the inventory goods being changed.

2 Attach a description of the inventory goods (if any) NOT being changed.

3a Is the applicant subject to section 263A? If "No," go to line 4a ☐ Yes ☐ No

b Is the applicant's present inventory valuation method in compliance with section 263A (see instructions)? If "No," attach a detailed explanation ☐ Yes ☐ No

4a Check the appropriate boxes below.	Inventory Being Changed		Inventory Not Being Changed
	Present method	Proposed method	Present method
Identification methods:			
Specific identification			
FIFO			
LIFO			
Other (attach explanation)			
Valuation methods:			
Cost			
Cost or market, whichever is lower			
Retail cost			
Retail, lower of cost or market			
Other (attach explanation)			
b Enter the value at the end of the tax year preceding the year of change			

5 If the applicant is changing from the LIFO inventory method to a non-LIFO method, attach the following information (see instructions).

a Copies of Form(s) 970 filed to adopt or expand the use of the method.

b **Only for applicants requesting advance consent.** A statement describing whether the applicant is changing to the method required by Regulations section 1.472-6(a) or (b), or whether the applicant is proposing a different method.

c **Only for applicants requesting an automatic change.** The statement required by section 22.01(5) of the Appendix of Rev Proc. 2008-52 (or its successor).

Part III **Method of Cost Allocation** (Complete this part if the requested change involves either property subject to section 263A or long-term contracts as described in section 460 (see instructions)).

Section A—Allocation and Capitalization Methods

Attach a description (including sample computations) of the present and proposed method(s) the applicant uses to capitalize direct and indirect costs properly allocable to real or tangible personal property produced and property acquired for resale, or to allocate and, where appropriate, capitalize direct and indirect costs properly allocable to long-term contracts. Include a description of the method(s) used for allocating indirect costs to intermediate cost objectives such as departments or activities prior to the allocation of such costs to long-term contracts, real or tangible personal property produced, and property acquired for resale. The description must include the following.

1 The method of allocating direct and indirect costs (i.e , specific identification, burden rate, standard cost, or other reasonable allocation method).

2 The method of allocating mixed service costs (i e., direct reallocation, step-allocation, simplified service cost using the labor-based allocation ratio, simplified service cost using the production cost allocation ratio, or other reasonable allocation method).

3 The method of capitalizing additional section 263A costs (i e , simplified production with or without the historic absorption ratio election, simplified resale with or without the historic absorption ratio election including permissible variations, the U S. ratio, or other reasonable allocation method)

Section B—Direct and Indirect Costs Required To Be Allocated

Check the appropriate boxes showing the costs that are or will be fully included, to the extent required, in the cost of real or tangible personal property produced or property acquired for resale under section 263A or allocated to long-term contracts under section 460. Mark "N/A" in a box if those costs are not incurred by the applicant. If a box is not checked, it is assumed that those costs are not fully included to the extent required. Attach an explanation for boxes that are not checked.

		Present method	Proposed method
1	Direct material		
2	Direct labor		
3	Indirect labor		
4	Officers' compensation (not including selling activities)		
5	Pension and other related costs		
6	Employee benefits		
7	Indirect materials and supplies		
8	Purchasing costs		
9	Handling, processing, assembly, and repackaging costs		
10	Offsite storage and warehousing costs		
11	Depreciation, amortization, and cost recovery allowance for equipment and facilities placed in service and not temporarily idle		
12	Depletion		
13	Rent		
14	Taxes other than state, local, and foreign income taxes		
15	Insurance		
16	Utilities		
17	Maintenance and repairs that relate to a production, resale, or long-term contract activity		
18	Engineering and design costs (not including section 174 research and experimental expenses)		
19	Rework labor, scrap, and spoilage		
20	Tools and equipment		
21	Quality control and inspection		
22	Bidding expenses incurred in the solicitation of contracts awarded to the applicant		
23	Licensing and franchise costs		
24	Capitalizable service costs (including mixed service costs)		
25	Administrative costs (not including any costs of selling or any return on capital)		
26	Research and experimental expenses attributable to long-term contracts		
27	Interest		
28	Other costs (Attach a list of these costs)		

Part III **Method of Cost Allocation** (see instructions) (continued)

Section C—Other Costs Not Required To Be Allocated (Complete Section C only if the applicant is requesting to change its method for these costs)

		Present method	Proposed method
1	Marketing, selling, advertising, and distribution expenses		
2	Research and experimental expenses not included in Section B, line 26		
3	Bidding expenses not included in Section B, line 22		
4	General and administrative costs not included in Section B		
5	Income taxes		
6	Cost of strikes		
7	Warranty and product liability costs		
8	Section 179 costs		
9	On-site storage		
10	Depreciation, amortization, and cost recovery allowance not included in Section B, line 11		
11	Other costs (Attach a list of these costs.)		

Schedule E—Change in Depreciation or Amortization (see instructions)

Applicants requesting approval to change their method of accounting for depreciation or amortization complete this section Applicants *must* provide this information for each item or class of property for which a change is requested.

Note. *See the* ***List of Automatic Accounting Method Changes*** *in the instructions for information regarding automatic changes under sections 56, 167, 168, 197, 1400I, 1400L, or former section 168.* ***Do not*** *file Form 3115 with respect to certain late elections and election revocations (see instructions)*

1 Is depreciation for the property determined under Regulations section 1.167(a)-11 (CLADR)? ☐ Yes ☐ No
If "Yes," the only changes permitted are under Regulations section 1 167(a)-11(c)(1)(iii).

2 Is any of the depreciation or amortization required to be capitalized under any Code section (e.g., section 263A)? ☐ Yes ☐ No
If "Yes," enter the applicable section ▶ ______

3 Has a depreciation, amortization, or expense election been made for the property (e.g , the election under sections 168(f)(1), 179, or 179C)? ☐ Yes ☐ No
If "Yes," state the election made ▶ ______

4a To the extent not already provided, attach a statement describing the property being changed. Include in the description the type of property, the year the property was placed in service, and the property's use in the applicant's trade or business or income-producing activity.

b If the property is residential rental property, did the applicant live in the property before renting it? ☐ Yes ☐ No

c Is the property public utility property? ☐ Yes ☐ No

5 To the extent not already provided in the applicant's description of its present method, attach a statement explaining how the property is treated under the applicant's present method (e g , depreciable property, inventory property, supplies under Regulations section 1 162-3, nondepreciable section 263(a) property, property deductible as a current expense, etc).

6 If the property is not currently treated as depreciable or amortizable property, attach a statement of the facts supporting the proposed change to depreciate or amortize the property.

7 If the property is currently treated and/or will be treated as depreciable or amortizable property, provide the following information for both the present (if applicable) and proposed methods:

a The Code section under which the property is or will be depreciated or amortized (e g., section 168(g)).

b The applicable asset class from Rev. Proc. 87-56, 1987-2 C.B. 674, for each asset depreciated under section 168 (MACRS) or under section 1400L; the applicable asset class from Rev. Proc 83-35, 1983-1 C B. 745, for each asset depreciated under former section 168 (ACRS); an explanation why no asset class is identified for each asset for which an asset class has not been identified by the applicant.

c The facts to support the asset class for the proposed method

d The depreciation or amortization method of the property, including the applicable Code section (e g , 200% declining balance method under section 168(b)(1)).

e The useful life, recovery period, or amortization period of the property

f The applicable convention of the property.

g A statement of whether or not the additional first-year special depreciation allowance (for example, as provided by section 168(k), 168(l), 168(m), 168(n), 1400L(b), or 1400N(d)) was or will be claimed for the property If not, also provide an explanation as to why no special depreciation allowance was or will be claimed.

Nike Foundation
EIN 93-1159948
FORM 3115, PART II, LINE 13

NIKE FOUNDATION IS A PRIVATE FOUNDATION EXEMPT UNDER IRS CODE SECTION 501(C)(3). ITS PRIMARY PURPOSE IS 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. FUNDED BY NIKE INC., THE FOUNDATION COMPLEMENTS THE COMPANY'S INVESTMENTS IN SPORT AS A TOOL FOR SOCIAL CHANGE WORLDWIDE.

STATEMENT 1

Nike Foundation
EIN 93-1159948
Form 3115, Part IV, Line 25 (net) & Form 3115, Part IV, Schedule A, Part 1, line 1 (detail)

Line 1a: Income accrued but not received	**Amount**
Pledges Receivable	57,968,512
Increase in Land Value	259,154
	58,227,666
Line 1b: Income received or reported before it was earned	
None	-
Line 1c: Expenses accrued but not paid	
Accounts Payable and Accrued Expenses	(657,198)
Grants Payable	(8,166,006)
	(8,823,204)
Line 1d: Prepaid expenses previously deducted	
Prepaid Expenses	144,500
Line 1h: Net Section 481(a) adjustment	**49,548,962**

Description of Income:

Nike Foundation receives grants from donors as part of its mission to help adolescent girls through various humanitarian efforts. Other income comes from investments, previous grants that were refunded, foreign exchange gains/losses, and other miscellaneous income.

Nike Foundation
EIN 93-1159948
Form 3115, Schedule A, Line 1
Form 3115, Schedule A, Line 3

	Cash Basis 5/31/2012	Adjustment	Accrual Basis 6/1/2012
Cash - non-interest bearing	11,199,041		11,199,041
Savings and temporary cash investments	14,299,716		14,299,716
Accounts Receivable			
Pledges Receivable[1]		57,968,512	57,968,512
Grants Receivable			
Prepaid Expenses and deferred charges[2]		144,500	144,500
Investments	14,000,000		14,000,000
Land, building and equipment		259,154	259,154
Other assets			
Total assets	39,498,757	58,372,166	97,870,923
Accounts payable and accrued expenses[4]		(657,198)	(657,198)
Grants payable[5]		(8,166,006)	(8,166,006)
Mortgages and other notes payable	(13,562,000)		(13,562,000)
Other Liabilities			
Total Liabilities	(13,562,000)	(8,823,204)	(22,385,204)
Total net assets	(25,936,757)	(49,548,962)	(75,485,719)
Total liabilities and net assets	(39,498,757)	(58,372,166)	(97,870,923)

Summary of Adjustments (made 6/1/2012):

				DR	CR
1 Reflect contributions receivable					
1210 Contribution Receivable				57,968,512 37	
4230 Foundation Grants					49,242,325 00
4510 Government Grants					8,726,187 37
2 Reflect prepaids					
1450 Prepaid Expense				144,500 00	
3010 Unrestricted net assets					144,500 00
3 Reflect fixed assets					
1630 Leasehold improvements				67,938 08	
1640 FF&E				135,820 78	
1650 Vehicles				55,395 28	
3010 Unrestricted net assets					259,154 14
4 Expenses accrued, but not yet paid					
Various expense accounts		Currency			
	Ethiopia	ETB	664,845 00	38,168 32	
	UK	GBP	124,184 76	198,136 37	
	US	USD	420,893 49	420,893 49	
2150-Accrued Expenses					657,198 18
5 Reflect grants payable					
7020 Grants to other organizations				8,166,005 55	
2020 Grants Payable					8,166,005 55

STATEMENT 3

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