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**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

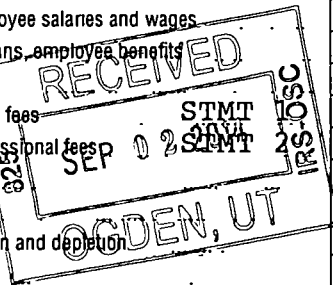
For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>REEBOK FOUNDATION INC.</b>		A Employer identification number <b>04-3073548</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1895 J.W. FOSTER BLVD.</b>	Room/suite	B Telephone number <b>(781)401-5000</b>
City or town, state or province, country, and ZIP or foreign postal code <b>CANTON, MA 02021</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>137,888.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	1,384,994.			
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	1,384,994.	0.	0.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages	483,496.	0.	0.	483,496.
15 Pension plans, employee benefits	14,399.	0.	0.	14,399.
16a Legal fees				
b Accounting fees	3,371.	0.	0.	0.
c Other professional fees	38,314.	0.	0.	38,314.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	67,691.	0.	0.	67,691.
22 Printing and publications				
23 Other expenses <span style="float: right;">STMT 3</span>	200,535.	0.	0.	78,091.
24 Total operating and administrative expenses. Add lines 13 through 23	807,806.	0.	0.	681,991.
25 Contributions, gifts, grants paid	710,931.			710,931.
26 Total expenses and disbursements. Add lines 24 and 25	1,518,737.	0.	0.	1,392,922.
27 Subtract line 26 from line 12	-133,743.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			0.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	85,460.	48,853.	48,853.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment, basis	291,409.			
Less: accumulated depreciation	STMT 4 202,374.	186,171.	89,035.	89,035.
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		271,631.	137,888.	137,888.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		0.	0.
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.
29 Retained earnings, accumulated income, endowment, or other funds		271,631.	137,888.	
30 Total net assets or fund balances		271,631.	137,888.	
31 Total liabilities and net assets/fund balances		271,631.	137,888.	

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	271,631.
2 Enter amount from Part I, line 27a	2	-133,743.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	137,888.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	137,888.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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))
2012	1,971,944.	63,100.	31.251094
2011	1,630,625.	52,622.	30.987515
2010	263,668.	48,034.	5.489195
2009	302,142.	25,740.	11.738228
2008	369,256.	41,849.	8.823532

2 Total of line 1, column (d)	2	88.289564
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	17.657913
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	64,058.
5 Multiply line 4 by line 3	5	1,131,131.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	1,131,131.
8 Enter qualifying distributions from Part XII, line 4	8	1,392,922.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	0.
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	0.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	

**Part VII-A Statements Regarding Activities**

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

N/A

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

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)	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? Website address ► WWW.BOKSKIDS.ORG	13	X	
14	The books are in care of ► REEBOK FOUNDATION INC Telephone no ► 781-401-5000 Located at ► 1895 J.W. FOSTER BLVD., CANTON, MA ZIP+4 ► 02021			
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	
16	At any time during calendar year 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.) <input type="checkbox"/> 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 2013?	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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).  N/A

**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?  Yes  No  
 If "Yes" to 6b, file Form 8870.  N/A

**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?  Yes  No

**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
WILLIAM HOLMES 1895 J.W. FOSTER BLVD. CANTON, MA 02021	VICE PRESIDENT 1.00	0.	0.	0.
KATHLEEN TULLIE 1895 J.W. FOSTER BLVD. CANTON, MA 02021	EXECUTIVE DIRECTOR 1.00	0.	0.	0.
JOHN WARREN 1895 J.W. FOSTER BLVD. CANTON, MA 02021	TREASURER 1.00	0.	0.	0.
ERIK BODENHOFER 1895 J.W. FOSTER BLVD. CANTON, MA 02021	VICE PRESIDENT/SECRETARY 1.00	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
EWUNIKE AKPAN - 6523 1ST STREET NW APT 1, WASHINGTON, DC 20012	40.00	59,505.	0.	0.

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
NONE		

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

**Part IX-A** Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3 ▶ 0.

**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	0.
b Average of monthly cash balances	1b	65,034.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	65,034.
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	65,034.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	976.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	64,058.
6 Minimum investment return. Enter 5% of line 5	6	3,203.

**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	3,203.
2a Tax on investment income for 2013 from Part VI, line 5	2a	
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	3,203.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	3,203.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,203.

**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	1,392,922.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,392,922.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,392,922.

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,203.
2 Undistributed Income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	367,169.			
b From 2009	300,857.			
c From 2010	261,267.			
d From 2011	1,627,994.			
e From 2012	1,968,789.			
f Total of lines 3a through e	4,526,076.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,392,922.				
a Applied to 2012, 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 2013 distributable amount				3,203.
e Remaining amount distributed out of corpus	1,389,719.			
5 Excess distributions carryover applied to 2013 (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:	5,915,795.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	367,169.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,548,626.			
10 Analysis of line 9				
a Excess from 2009	300,857.			
b Excess from 2010	261,267.			
c Excess from 2011	1,627,994.			
d Excess from 2012	1,968,789.			
e Excess from 2013	1,389,719.			

**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 2013, 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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  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 address of the person to whom applications should be addressed

EXEC. DIRECTOR C/O REEBOK FOUNDATION INC., 781-401-5000  
1895 J.W. FOSTER BLVD, CANTON, MA 02021

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

NO FORM FOR APPLICATIONS

c Any submission deadlines:

NONE

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

CHARITABLE ORGANIZATIONS THAT ARE RELIGIOUS, CHARITABLE, SCIENTIFIC OR EDUCATIONAL PURPOSES (IRS SEC 501 (C) (3)).

**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
<b>a</b> Paid during the year			THE GRANTS AND CONTRIBUTIONS ARE MADE TO THE GENERAL	
			FUNDS OF THE 501(C)(3) CHARITABLE ORGANIZATIONS FOR	710,931.
SEE ATTACHED LISTING			USE IN THEIR CHARITABLE PURPOSES	
<b>Total</b>			▶ <b>3a</b>	710,931.
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>			▶ <b>3b</b>	0.





**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.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

**2013**

Name of the organization

REEBOK FOUNDATION INC.

Employer identification number

04-3073548

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 foundationCheck 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

REEBOK FOUNDATION INC.

04-3073548

**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	REEBOK INT'L LTD 1895 J.W. FOSTER BLVD CANTON, MA 02021	\$ 1,191,122.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	CROSSFIT, INC 1250 CONNECTICUT AVE NW#200 WASHINGTON, DC 20036	\$ 53,675.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	METRO WEST HEALTH FOUNDATION 161 WORCESTER RD #202 FRAMINGHAM, MA 01701	\$ 17,505.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	SPORTS LICENSED DIVISION 1895 J.W. FOSTER BLVD CANTON, MA 02021	\$ 122,692.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

**REEBOK FOUNDATION INC.**

**04-3073548**

**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
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____

Name of organization

Employer identification number

REEBOK FOUNDATION INC.

04-3073548

**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.

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

**REEBOK FOUNDATION INC  
DONATIONS & GIFTS  
1/1/2013 THROUGH 12/31/2013**

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
01/15/2013	10582	Two Ten FOUNDATION	15,000 00
01/17/2013	1005	Greater Holyoke YMCA	7,620 00
01/25/2013	10585	HISTORICAL SOC OF PALM BEACH	50.00
01/25/2013	10586	Adoptions With Love, Inc	100 00
01/25/2013	10584	PEACE FIRST	10,000 00
01/25/2013	10587	CraDLES TO CRAYONS	600 00
01/25/2013	10588	MARSHFIELD FOOD PANTRY	100 00
01/25/2013	10589	TRUSTEES OF RESERVATIONS	150 00
01/25/2013	10590	Fenn SCHOOL	25.00
01/25/2013	10591	LeukEMIA & LYMPHOMA .SOCIETY	100 00
01/25/2013	10592	SAINT jUde Children's Research Hospital	285 00
01/25/2013	10593	CHURCH WoRLD SERVICE	50 00
01/25/2013	10594	FATHER FLANAGAN'S BOYS TOWN	85.00
01/25/2013	10596	National Wildlife Federation	25 00
01/25/2013	10597	TruSTEES OF Dartmouth College	525.00
01/25/2013	10598	St. Peter's Preparatory School	500 00
01/25/2013	10599	Children's Hospital Corporation	100 00
01/25/2013	10600	Fuller Museum of Art	50.00
01/25/2013	10601	Massachusetts College of Art Foundation,	100 00
01/25/2013	10602	Wellesley College	100 00
01/25/2013	10603	Fenway Community Health Center	100 00
01/25/2013	10604	Dana Farber Cancer INSTITUTE	125 00
01/25/2013	10605	University of New Hampshire Foundation, I	100 00
01/25/2013	10606	American Cancer Society	125 00
01/25/2013	10607	South Shore Habitat For Humanity	500.00
01/25/2013	10608	The Salvation Army	150 00
01/25/2013	10609	St Francis hOUSE	50.00
01/25/2013	10610	Doctors Without Borders USA, Inc	35 00
01/25/2013	10611	Amercan Red CROSS	3,020.00
01/25/2013	10612	Pine STREET INN	50 00
01/25/2013	10613	Amercan Parkinson Disease Association	150 00
01/25/2013	10614	Elizabeth Glaser Pediatric AIDS Foundatio	25 00
01/25/2013	10615	Father BILLS AND MAINSPRING	1,500.00
01/25/2013	10616	National Military Family Association	25 00
01/25/2013	10617	Us fund For Unicef	200 00
01/25/2013	10618	Ethel Walker School	50 00
01/25/2013	10619	Brigham & Women's Hospital	25 00
01/25/2013	10620	National Multiple Sclerosis	100 00
01/25/2013	10621	Society Of St Vincent De Paul	1,400 00
01/25/2013	10622	Kristen's Sunshine Foundation	1,500 00
01/25/2013	10623	Paidera Inc	200.00
01/25/2013	10625	Southcoast Health System	100 00
01/25/2013	10626	Operation Homefront	500.00
01/25/2013	10627	The Salvation Army	60 00
01/25/2013	10628	American Lung Association of the Northeas	25 00
01/25/2013	10629	Cranberry Hospice	25.00
01/25/2013	10630	William G Vinal School PTO	30.00
01/25/2013	10632	Rhode Island Community Food Bank	150 00
01/25/2013	10633	Safe Passage	20 00
01/25/2013	10634	Make A Wish Foundation	500 00
01/25/2013	10635	Homes FOR OUR TROOPS	200 00

**REEBOK FOUNDATION INC  
DONATIONS & GIFTS  
1/1/2013 THROUGH 12/31/2013**

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
01/25/2013	10636	Home Health & Hospice Care	100 00
01/25/2013	10637	Boys & GIRLS CLUB OF Woburn	200 00
01/25/2013	10638	Families Of Spinal Muscular Atrophy	50 00
01/25/2013	10639	World Vision	365 00
01/25/2013	10640	Lakes Region CONSERVATION TRUST	1,500 00
01/25/2013	10641	Wentworth Institute Of Technology	100.00
01/25/2013	10642	American Heart ASSOCIATION	50.00
01/25/2013	10643	St mArtin De Porres Residence Inc.	100 00
01/25/2013	10644	Habitat for Humanity International, Inc	25.00
01/25/2013	10645	Our Lil' Bit of Heaven Animal Rescue & S	686 24
01/25/2013	10646	Susan G. KOMEN for The Cure	150 00
01/25/2013	10647	Massachusetts GeNERAL HOSPITAL	50 00
01/25/2013	10595	St Joseph's Indian School	50 00
02/04/2013	1004	NYCDOE Office of School Wellness Programs	23,300 00
02/14/2013	1009	Charlotte Dunning PTO	2,900.00
02/14/2013	1010	Greater Holyoke YMCA	1,905 00
02/14/2013	1011	Barbieri Elementary School	2,119.00
02/14/2013	1012	District Of Columbia Treasurer	24,325 00
03/13/2013	10653	Tufts Medical Center & Floating Hospital	10,000 00
03/25/2013	10654	Alzheimer's Association	100 00
03/25/2013	10655	Durham Public Library	50.00
03/25/2013	10656	American Heart ASSOCIATION	150 00
03/25/2013	10657	Interfaith Social Services	50 00
03/25/2013	10658	March of DIMES	100 00
03/25/2013	10659	Bates COLLEGE	1,238.00
03/25/2013	10660	Hospice of Palm Beach County	100 00
03/25/2013	10661	St. Jude Children's Research Hospital	85 00
03/25/2013	10662	Aspca	50 00
03/25/2013	10663	Rosie's Place	25 00
03/25/2013	10664	American Cancer Society	160.00
03/25/2013	10665	Heifer PROJECT INTERNATIONAL	25 00
03/25/2013	10666	American Red CROSS	350 00
03/25/2013	10667	Clean Water Fund	60.00
03/25/2013	10668	Holliston Parent Teacher Student Associat	30 00
03/25/2013	10669	The Salvation Army	50 00
03/25/2013	10670	Dana Farber Cancer INSTITUTE	50 00
03/25/2013	10671	HUMAN RIGHTS WATCH	25 00
03/25/2013	10672	Bancroft School	50 00
03/25/2013	10673	Children's Hospital Corporation	100.00
03/25/2013	10674	WGBH Educational Foundation	50 00
03/25/2013	10677	Joseph R Dave School PTO	1,500 00
03/25/2013	10678	American Cancer Society Relay For Life of	50 00
03/25/2013	10679	C.A.R E	25 00
03/25/2013	10680	Waypoint Services for Women, Children & F	30.00
03/25/2013	10681	Jordan Hospital Club	25 00
03/25/2013	10682	Air Force Museum Foundation	50.00
03/25/2013	10683	Sacred Heart Southern Missions	50 00
03/25/2013	10684	The Smile Train	25 00
03/25/2013	10685	Dover Elementary PTO, Inc.	200 00
03/25/2013	10686	Make A Wish Foundation	120 00
03/25/2013	10687	Juvenile Diabetes Research Foundation	1,500.00

**REEBOK FOUNDATION INC  
DONATIONS & GIFTS  
1/1/2013 THROUGH 12/31/2013**

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
03/25/2013	10688	Movember Foundation	175.00
03/25/2013	10689	St John The Evangelist School	1,500 00
03/25/2013	10690	Fontbonne Academy	500 00
03/25/2013	10691	Trustees of Boston University (WBUR)	245.00
03/25/2013	10692	World Vision	25.00
03/25/2013	10693	American Heart ASSOCIATION	150 00
03/25/2013	10694	The Red Sox Foundation/ Run to Home Base	75.00
03/25/2013	10695	CrossFit Kids Foundation	512 00
03/25/2013	10696	Cure PSP Foundation	300 00
03/25/2013	10675	YOGA REACHES OUT	20 00
04/10/2013	1014	WVBBTS	400 00
04/26/2013	10697	Avon Products FOUNDATION	11,700 00
04/26/2013	10698	The Red Sox Foundation/ Run to Home Base	275.00
05/02/2013	1015	Potter Road Elementary School	3,000.00
05/17/2013	10699	One Fund Boston	12,928 83
05/17/2013	10732	National ms SociETY	25 00
05/17/2013	10733	Johnson & Wales University	200 00
05/17/2013	10734	Special Olympics New Hampshire	25 00
05/17/2013	10735	Marshfield Food Pantry, Inc	150 00
05/17/2013	10736	The Trustees of Reservations	67 00
05/17/2013	10737	Bishop Feehan High School	750 00
05/17/2013	10738	Bentley University	50 00
05/17/2013	10739	National Multiple Sclerosis Society - NYC	225.00
05/17/2013	10740	Best Buddies International	500 00
05/17/2013	10741	World Vision	25 00
05/17/2013	10742	Best Buddies International	25 00
05/17/2013	10743	Save a Dog, Inc	150 00
05/17/2013	10744	Alzheimer's Association	120 00
05/17/2013	10745	Southcoast Hospitals Group	50 00
05/17/2013	10746	Archbishop Williams High School	50 00
05/17/2013	10747	American Liver Foundation	1,500 00
05/17/2013	10748	St. Francis hOUSE	50 00
05/17/2013	10749	Why Me, Inc.	125 00
05/17/2013	10750	RegiS COLLEGE	150 00
05/17/2013	10751	Dana Farber Cancer INSTITUTE	100 00
05/17/2013	10752	Dana Farber Marathon Challenge	50 00
05/17/2013	10753	Stonehill College	100 00
05/17/2013	10754	Project Bread - Walk for Hunger	25 00
05/17/2013	10755	Cystic Fibrosis Foundation	50.00
05/17/2013	10756	Hockomock Area YMCA	240 00
05/17/2013	10757	American Cancer Society	125 00
05/17/2013	10758	Cure PSP Foundation	100 00
05/17/2013	10759	Cross Roads House	100 00
05/17/2013	10761	Fly Foundation	50 00
05/17/2013	10762	Bike and Build	1,500 00
05/17/2013	10763	Los Angeles Habilitation House	50.00
05/17/2013	10764	One Fund Boston	50 00
05/17/2013	10767	National Organization for Rare Disorders	30 00
05/17/2013	10768	American Cancer Society Relay For Life of	1,500 00
05/17/2013	10769	CraDLES TO CRAYONS	200 00
05/17/2013	10770	Massachusetts Progressive Animal Watchdog	75 00

**REEBOK FOUNDATION INC  
DONATIONS & GIFTS  
1/1/2013 THROUGH 12/31/2013**

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
05/17/2013	10771	Spearhead Legacy Group	25 00
05/17/2013	10772	Congregation Of Sisters Of St Joseph Of	50 00
05/17/2013	10773	American Cancer Society	50 00
05/17/2013	10774	St Baldrick's Foundation	1,000 00
05/17/2013	10775	Bellarmino University- McDonough Endowed	1,500.00
05/17/2013	10776	Aids Action Committee	50.00
05/17/2013	10777	Avon Products FOUNDATION	250 00
05/17/2013	10778	Special Olympics of Massachusetts	250 00
05/17/2013	10779	Bristol-Plymouth Regional Vocational Tech	500 00
05/17/2013	10780	Westwood Educational Foundation	250 00
05/17/2013	10781	National ms SociETY	455 00
05/17/2013	10782	The Sports Museum of New England	500 00
05/17/2013	10783	Global Dental Relief	500 00
05/17/2013	10784	Friends of Norris Cotton Cancer Center	25 00
05/29/2013	1016	Mary E Stapleton Elemetnary School	1,768 55
06/14/2013	10785	Victory Programs, Inc	5,300.00
06/14/2013	10786	Roca, Inc	5,000 00
06/14/2013	10787	Emerson College	5,000 00
06/14/2013	10788	Blue Hill Observatory	5,000 00
06/14/2013	10789	Healthworks Community Fitness	7,500 00
06/14/2013	10791	Teach for America Greater Boston	10,000.00
06/14/2013	10792	Artists for Humanity, Inc	5,000.00
06/14/2013	10793	Camp Shriver at UMASS Boston	5,000.00
06/14/2013	10794	rediscovery Inc.	5,000 00
06/14/2013	10795	Bell FOUNDATION	5,000 00
06/14/2013	10802	UAspire	5,000.00
06/14/2013	10797	Trinity Boston foundation	2,500.00
06/14/2013	10799	Bottom Line, Inc	5,000.00
06/14/2013	10801	Haley House, Inc.	5,000 00
07/02/2013	10803	Greater Boston Vineyard	6,000.00
07/02/2013	10804	JuVENILE DIABETES RESEARCH FDN	1,500 00
07/02/2013	10805	Two Ten FOUNDATION	50 00
07/02/2013	10806	American Cancer Society Relay For Life of	250.00
07/02/2013	10807	Melanoma Foundation Of New England	1,000 00
07/02/2013	10808	Susan G KOMEN For The Cure Indianapolis	200 00
07/02/2013	10809	ALZHIEMER'S ASSOCIATION	25 00
07/02/2013	10810	BEST BUDDIES INT'L	25 00
07/02/2013	10811	National brain Tumor Society	1,310 00
07/02/2013	10812	FATHER FLANAGAN'S BOYS TOWN	50 00
07/02/2013	10813	St. Joseph's Indian School {CUST}	500 00
07/02/2013	10814	Pan MaSSACHUSETTS CHALLENG	200 00
07/02/2013	10815	Boston College	750 00
07/02/2013	10816	Northwestern University	50 00
07/02/2013	10817	American Cancer Society	20 00
07/02/2013	10818	Covenant House	50 00
07/02/2013	10819	American Red CROSS	100.00
07/02/2013	10821	St Jude Children's Research Hospital	100.00
07/02/2013	10822	Notre Dame high School of Lawrence	1,500 00
07/02/2013	10823	Beth Israel Deaconess Medical	600 00
07/02/2013	10824	American Cancer Society	50 00
07/02/2013	10825	Oyster River Womenade	30.00

**REEBOK FOUNDATION INC  
DONATIONS & GIFTS  
1/1/2013 THROUGH 12/31/2013**

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
07/02/2013	10826	Hope Health Inc	225 00
07/02/2013	10827	Perkins School for the Blind	25 00
07/02/2013	10828	Amer CANCER SOCIETY	1,500 00
07/02/2013	10829	Hunter's Hope Foundation	1,700.00
07/02/2013	10830	One Fund Boston	25 00
07/02/2013	10831	Jordan Hospital breast Center	555 00
07/02/2013	10832	Nephcure Foundation	100 00
07/02/2013	10833	Jeff's Place Children Bereavement Center	50.00
07/02/2013	10834	One Mission, Inc.	25 00
07/02/2013	10835	Chapel Hill Chauncy Hall School	150 00
07/02/2013	10836	Cycle KIDS	50.00
07/02/2013	10837	Avon Products FOUNDATION	300 00
07/02/2013	10838	Susan G. KOMEN for The Cure	145.00
07/02/2013	10839	worcester Arts Magnet school PTG	50 00
07/02/2013	10840	One Fund Boston	122,692 00
07/02/2013	10841	American Red CROSS {CUST}	1,760.00
07/02/2013	10842	CrossFit Kids Foundation	1,382 00
07/29/2013	1017	NYCDOE Office of School Wellness Programs	4,062 50
08/14/2013	10843	Cystic FibrOSIS	50 00
08/14/2013	10845	CrossFit Kids Foundation	3,402 00
08/14/2013	10846	Dup15q alliance	1,500 00
08/14/2013	10847	De La Salle High School	500 00
08/14/2013	10848	Boxford Athletic Association	1,500 00
08/14/2013	10849	National ms SociETY	100 00
08/14/2013	10850	Sunrise Children's Home International, In	800.00
08/14/2013	10851	Susan G. KOMEN for The Cure	400.00
08/14/2013	10852	North Shore Medical Center	25.00
08/14/2013	10853	Youth Enrichment Services	25.00
08/14/2013	10854	Clearway	100.00
08/14/2013	10855	Two STATE YMCA	1,500 00
08/14/2013	10856	American DiABETES ASSOCIATION	50.00
08/14/2013	10857	Jewish Family & Children's Services	100.00
08/14/2013	10858	Catholic CHARITIES	500 00
08/14/2013	10859	Pan MaSSACHUSETTS CHALLENG	50 00
08/14/2013	10860	Mspca	150 00
08/14/2013	10861	Crohn's & Colitis Foundation	50 00
08/14/2013	10862	American Liver Foundation	50 00
08/14/2013	10863	WORCESTER POLYTECHNIC INSTITUTE	25 00
09/19/2013	10866	Assoc Grantmakers	7,500 00
09/19/2013	10868	DCF Kids Fund, Inc.	2,500 00
09/19/2013	10869	Operation warm, Inc	2,500 00
09/19/2013	10870	Inner City Weightlifting	5,000 00
09/19/2013	10871	GREATER BOSTON FOOD BANK	7,500 00
09/20/2013	10875	Down Syndrome Guild of Dallas	600 00
09/20/2013	10873	Wildflower Camp Foundation	200 00
09/20/2013	10874	Ohio State University Foundation	75 00
09/20/2013	10876	CrossFit Kids Foundation	50 00
09/20/2013	10877	Mitoaction	25 00
09/20/2013	10878	National brain Tumor Society	50 00
09/20/2013	10879	American Heart ASSOCIATION {CUST}	50 00
09/20/2013	10880	Pan MaSSACHUSETTS CHALLENG	300 00

**REEBOK FOUNDATION INC  
DONATIONS & GIFTS  
1/1/2013 THROUGH 12/31/2013**

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
09/20/2013	10881	Doctors Without Borders USA, Inc	50 00
09/20/2013	10882	Dana Farber Cancer INSTITUTE	50 00
09/25/2013	1018	Washington DC Public Schools	22,800 00
09/27/2013	1020	Ben Shepard Elementary School	500.00
09/27/2013	1021	Boutwell PAC	500 00
09/27/2013	1022	Westover Magnet Elementary School	500 00
09/27/2013	1023	Roger Wellington Elementary School	500 00
09/27/2013	1024	Turkey Hill School	500 00
09/27/2013	1025	Ventas Christian Academy	500 00
09/27/2013	1026	Iroquois School District	500 00
09/27/2013	1027	School No 1 PTA	500.00
09/27/2013	1028	Thomas W. Hamilton Parent Council	500 00
09/27/2013	1029	Whittier Elementary	500.00
09/27/2013	1030	St. Catherne of Siena School	500 00
09/27/2013	1031	JFK CAPT	500 00
09/27/2013	1032	Bates PTO	500 00
09/27/2013	1033	Wessagussett School Parent Council	500 00
09/27/2013	1034	Taylor PTO	500 00
09/27/2013	1035	Race Brook School	500 00
09/27/2013	1036	Peter Noyes PTO	500 00
09/27/2013	1037	Franklin Elementary	500 00
09/27/2013	1038	South School PTO	500 00
09/27/2013	1039	Hanlon Elementary	500 00
10/03/2013	1057	Upham PTO	500 00
10/03/2013	1056	Abby Kelley Foster Charter Public School	500 00
10/03/2013	1055	Nashoba Regional School Distrct	500 00
10/03/2013	1054	WB Patterson Elementary	500 00
10/03/2013	1053	Lincoln-Eliot School	500 00
10/03/2013	1052	Horace Mitchell Primary School	500 00
10/03/2013	1051	Peck Place School	500.00
10/03/2013	1050	Wendell Phillips Elementary School	500 00
10/03/2013	1049	Saltsburg Elementary School	500.00
10/03/2013	1048	Walpole Public Schools - Boyden	500.00
10/03/2013	1047	Sprague PTO	500 00
10/03/2013	1046	William Penn Elementary School	500.00
10/03/2013	1045	Whittier Education Campus	500 00
10/03/2013	1044	St. Joseph School	500 00
10/03/2013	1043	MetroWest YMCA	2,500 00
10/03/2013	1042	Ernie Pyle Elementary School #90	500 00
10/03/2013	1041	Proctor Elementary School	500 00
10/03/2013	1040	Pawtucket Family YMCA	500.00
10/03/2013	1058	NYCDOE Office of School Wellness Programs	62,000 00
10/15/2013	10898	FJC/Liddy Shnver Sarcoma Initiative	270 00
10/15/2013	10885	National brain Tumor Society	50 00
10/15/2013	10886	St. Augustine Youth Services	2,500 00
10/15/2013	10887	American Cancer Society	80.00
10/15/2013	10888	Pan MaSSACHUSETTS CHALLENG	50.00
10/15/2013	10889	Alzheimer's Association	25 00
10/15/2013	10890	HerTAGE CHORALE	25.00
10/15/2013	10891	Bates COLLEGE	100 00
10/15/2013	10892	Autism Speaks	100 00

**REEBOK FOUNDATION INC  
DONATIONS & GIFTS  
1/1/2013 THROUGH 12/31/2013**

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
10/15/2013	10893	Dana Farber Cancer INSTITUTE	300 00
10/15/2013	10894	St mArtin De Porres Residence Inc	100 00
10/15/2013	10895	Alzheimer's Association	2,000 00
10/15/2013	10896	LeukEMIA & LYMPHOMA .SOCIETY	25.00
10/15/2013	10897	Broadmeadow Elementary School PTC	100 00
10/15/2013	10899	Pamela Jean Kowalewski Scholarship	30.00
10/15/2013	10900	Prairie School Foundation	50.00
10/15/2013	10901	Harbor to the Bay	50 00
10/15/2013	10902	Thorpe Creek Elementary PTO	51 00
10/15/2013	10903	Multiple Myeloma Research Foundation	1,000 00
10/17/2013	1059	Woodside Montesson Academy	500 00
10/17/2013	1060	Brentmoor PTA	500.00
10/17/2013	1061	Hampden Wilbraham School Department	500 00
10/17/2013	1062	St. John The Evangelist School	500 00
10/17/2013	1063	North Madison Elementary	500 00
10/17/2013	1064	Willet Elementary School	500 00
10/17/2013	1065	Moorestville Park	500 00
10/17/2013	1066	newby Elementary	500 00
10/17/2013	1067	P.S. 93 Dr. Albert G. Oliver School	500.00
10/17/2013	1068	Camp Taylor Elementary School	500 00
10/17/2013	1069	ST. Paul School	500 00
10/17/2013	1070	Brentwood Elementary	500 00
10/17/2013	1071	Ralph D. Butler Elementary School	500 00
10/17/2013	1072	Fayetteville Elementary	500.00
10/17/2013	1073	Montclair School Academic and Enrichment	500.00
11/01/2013	1074	Michael J Perkins School	500 00
11/01/2013	1075	Pioneer Middle School	500.00
11/01/2013	1076	Spout Springs School of Enrichment	500 00
11/01/2013	1077	Environmental Charter School	500 00
11/01/2013	1078	Watts Elementary	500 00
11/01/2013	1079	Mullein Hill Chrstian Academy	500 00
11/01/2013	1080	F. T Bresnahan School	500 00
11/01/2013	1081	Little Flowers Early Childhood Center	500 00
11/01/2013	1082	Eliot-Hine Middle School	500 00
11/01/2013	1083	Hemenway PTO	500 00
11/01/2013	1084	Allen Brook School	500 00
11/01/2013	1085	East Richland Elementary School	500 00
11/01/2013	1086	Winthrop Elementary	500 00
11/01/2013	1087	Bradford Elementary School	500.00
11/01/2013	1088	Town of Bridgton Recreation Department	500 00
11/01/2013	1089	Center for Inquiry at IPS 27	500 00
11/01/2013	1090	William B Gibbs Jr. Elementary	500 00
11/01/2013	1091	Huguley Elementary School	500.00
11/01/2013	1092	Tynan Elementary School	500 00
11/01/2013	1093	Altoona Elementary	500.00
11/01/2013	1094	Demascus Elementary School	500 00
11/06/2013	1095	Thomas Gregg Elementary School	500 00
11/06/2013	1096	Haynes Organization of Parents	500.00
11/06/2013	1097	Conemaugh Township Elementary School	500 00
11/06/2013	1098	George W. Julian Elementary School #57	500.00
11/06/2013	1099	Spofford Pond School	500.00

**REEBOK FOUNDATION INC  
DONATIONS & GIFTS  
1/1/2013 THROUGH 12/31/2013**

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
11/06/2013	1100	Old Colony Y	500.00
11/06/2013	1101	Plainville Public Schools	1,000 00
11/06/2013	1102	Carl Wilde Elementary #79	500 00
11/06/2013	1103	HealthMPowers	19,500.00
11/06/2013	1104	Raymond F Brandes School 65	500 00
11/06/2013	1105	Francis W. Parker #56	500 00
11/06/2013	1106	Jonathan Jennings Elementary #109	500 00
11/06/2013	1107	John M. Tobin Montesson School	500 00
11/06/2013	1108	Chesapeake Public Charter School	500.00
11/06/2013	1109	Jerry L. White Center	500 00
11/12/2013	1111	Harmony Hills Elementary School	500 00
11/12/2013	1112	Barnstable Community Horace Mann Charter	500 00
11/12/2013	1113	Laurel Hill Elementary School	500 00
11/12/2013	1114	St Juliana School	500 00
11/26/2013	1115	Princeton North Elementary	500.00
11/26/2013	1116	YMCA of Salem County	500 00
11/26/2013	1117	James Garfield Phoenix Academy IPS #31	500 00
11/26/2013	1118	School Town of Speedway	500.00
11/26/2013	1119	Harmony Hills Elementary School	500.00
11/26/2013	1120	Van Duyn Elementary School	500.00
11/26/2013	1121	Pickett Elementary School	500.00
11/26/2013	1122	School of the Cathedral of Mary our Queen	500 00
11/26/2013	1123	Anna Brochhausen Elementary School	500 00
11/26/2013	1124	Lipscomb Elementary School	500 00
11/26/2013	1125	Cumberland Cape Atlantic YMCA	6,500 00
11/26/2013	1127	Hillsborough Family YMCA	500.00
11/26/2013	1128	YMCA of Gloucester County	6,500 00
11/26/2013	1129	Barnstable Community Horace Mann Charter	500 00
11/26/2013	1130	Laurel Hill Elementary School	500.00
11/26/2013	1131	St Juliana School	500 00
12/02/2013	1132	C.A Farley School	500.00
12/10/2013	1133	Old Colony YMCA Plymouth Branch	500 00
12/10/2013	1134	YMCA of Metropolitan Washington	7,500 00
12/10/2013	1135	Noble Elementary School	500.00
12/10/2013	1136	Camellia Basic School	500 00
12/10/2013	1137	Ranch Park Elementary	500 00
12/10/2013	1138	Hoover Elementary School	500 00
12/10/2013	1139	Lincoln Elementary School	500.00
12/10/2013	1140	Hilton Head Preparatory School	500 00
12/10/2013	1141	South Mountain YMCA	2,500 00
12/10/2013	1142	Old Colony YMCA	1,000 00
12/10/2013	1143	St. Augustine School	500.00
12/10/2013	1144	Norton Public Schools	500.00
12/10/2013	1145	Hawlemont Regional School	500.00
12/10/2013	1146	West Essex YMCA	2,000 00
12/10/2013	1147	Peabody Public Schools	3,500 00
12/10/2013	1148	Inly School	500 00
12/10/2013	1149	Horace Mann School	500 00
12/10/2013	1150	Fight Against Youth Obesity	1,000 00
12/12/2013	10909	TRUSTEES OF RESERVATIONS	67.00
12/12/2013	10910	National ms SociETY	35 00

**REEBOK FOUNDATION INC  
DONATIONS & GIFTS  
1/1/2013 THROUGH 12/31/2013**

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
12/12/2013	10911	Amer CANCER SOCIETY	40 00
12/12/2013	10912	Susan G KOMEN for The Cure	100.00
12/12/2013	10913	UNIVERSITY OF MASS- DARTMOUTH FDN	50 00
12/12/2013	10914	LeukEMIA & LYMPHOMA .SOCIETY	100.00
12/12/2013	10915	ALZHIEMER'S ASSOCIATION	100.00
12/12/2013	10916	Cystitis Fibrosis Foundation	1,500.00
12/12/2013	10917	Boston Rescue Mission	192.00
12/12/2013	10918	Global Grassroots	1,500 00
12/12/2013	10919	JDRF International	350 00
12/12/2013	10920	HUMANE SOCIETY OF THE U S.	100.00
12/12/2013	10921	American Cancer Society	1,550 00
12/12/2013	10922	Atrium School	275.00
12/12/2013	10923	Dana Farber Cancer INSTITUTE	500 00
12/12/2013	10924	Save the Children	300.00
12/12/2013	10925	St Jude Children's Research Hospital	250.00
12/12/2013	10926	William G Vinal School PTO	25 00
12/12/2013	10927	ALZHIEMER'S ASSOCIATION	50 00
12/12/2013	10928	FARE	25 00
12/12/2013	10929	Ais ASSOCIATION	100 00
12/12/2013	10930	ST.Mark's Area Main Street, Inc	325 00
12/12/2013	10931	ALZHIEMER'S ASSOCIATION	60 00
12/12/2013	10932	Pamela Jean Kowalewski Scholarship	165 00
12/12/2013	10933	Trustees of Boston University (WBUR)	150 00
12/12/2013	10934	One Fund Boston	50 00
12/12/2013	10935	National brain Tumor Society	235 00
12/12/2013	10936	National Alliance to end Homelessness	250 00
12/12/2013	10937	Mammograms in Action	25 00
12/12/2013	10938	United Way of Rhode Island	75 00
12/12/2013	10939	ALZHIEMER'S ASSOCIATION	50.00
12/12/2013	10940	Smile Mass Inc	200.00
12/12/2013	10941	Movember Foundation	25.00
12/12/2013	10942	St Louis de Montfort Catholic School	250.00
12/12/2013	10943	American Cancer Society	25.00
12/12/2013	10946	SHELBOURNE COMMUNITY	7,500 00
12/12/2013	10947	BrookWOOD Community Farm	3,000.00
12/17/2013	10945	Dream Big!	2,500 00
12/17/2013	10948	Two Ten FOUNDATION	12,500 00
12/17/2013	10950	Samaritans, Inc	2,500 00
12/17/2013	10951	Father BILLS AND MAINSPRING	6,097.65
12/17/2013	10952	Youth Enrichment Services	5,000.00
12/17/2013	10953	Bridge Over Troubled Waters	7,500 00
12/17/2013	10954	Boston Police Athletic League	2,500 00
12/17/2013	10955	Honzons For Homeless Children	2,500.00
12/20/2013	1151	Millbury Street Elementary	500 00
12/20/2013	1152	Jesse Boyd Elementary School	500 00
12/20/2013	1153	Mission View Elementary	500.00
12/20/2013	1154	Rosa Parks School	500 00
12/20/2013	1155	James Weldon Johnson PS/MS 57	500 00
12/20/2013	1156	Hardy School PTO	500.00
12/20/2013	1157	New Community School	500.00
12/20/2013	1158	MacArthur School PTO	500 00

**REEBOK FOUNDATION INC  
DONATIONS & GIFTS  
1/1/2013 THROUGH 12/31/2013**

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
12/20/2013	1159	Amherst Public Schools	500 00
12/20/2013	1160	Atherton Hough PTO	500.00
12/20/2013	1161	Christ's Way Academy	500 00
12/20/2013	1162	Hawlemont Regional School	500 00
12/20/2013	1163	Wareham Public Schools	500 00
12/20/2013	1164	Floral City Elementary	500.00
12/20/2013	1165	Indian Head School--WHRSD	500 00
12/20/2013	1166	The Community YMCA	5,000 00
12/20/2013	1167	Nicholas Elementary School	500 00
12/20/2013	10956	Home fOR LITTLE WANDERERS	2,500.00
12/20/2013	10957	National MS Society Rhode Island	100.00
12/20/2013	10958	Martha's Vineyard Little League	100 00
12/20/2013	10959	JuvENILE DIABETES RESEARCH FDN	50.00
12/20/2013	10960	Old Colony Y - Stoughton Branch	75 00
12/20/2013	10961	norwell middle school	25 00
12/20/2013	10962	Children's Hospital Corporation	25 00
12/20/2013	10963	Autism Speaks	50 00
12/20/2013	10964	American Foundation Suicide Prevention	100 00
12/20/2013	10965	Children's Hospital of Chicago Foundation	25 00
12/20/2013	10966	St. Francis hOUSE	50 00
12/20/2013	10967	Vermont Academy	35 00
			710,930 77

FORM 990-PF	ACCOUNTING FEES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SCHNEIDER, SCHNEIDER & ASSOCIATES	3,371.	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,371.	0.	0.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NATIONAL INSTITUTE ON OUT-OF-SCHOOL TIME AT THE WELLESLEY CENTERS FOR CONSULTING	23,016. 15,298.	0. 0.	0. 0.	23,016. 15,298.	
TO FORM 990-PF, PG 1, LN 16C	38,314.	0.	0.	38,314.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE EXPENSES	23,928.	0.	0.	0.	0.
BANK CHARGES	880.	0.	0.	0.	0.
COMMONWEALTH OF MASS - PC FILING FEE	500.	0.	0.	0.	0.
MARKETING	6,290.	0.	0.	6,290.	
BOKS PROGRAM SUPPLIES	71,801.	0.	0.	71,801.	
AMORTIZATION	97,136.	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	200,535.	0.	0.	78,091.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 4

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
WEBSITE	109,310.	91,091.	18,219.
WEBSITE	182,099.	111,283.	70,816.
TOTAL TO FM 990-PF, PART II, LN 14	291,409.	202,374.	89,035.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 5  
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
REEBOK INT'L LTD	1895 J.W. FOSTER BLVD. CANTON, MA 02021

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	WEBSITE	06/30/11		36M		HY43	109,310.				109,310.	54,655.		36,436.	91,091.
2	WEBSITE	02/28/12		36M		HY43	182,099.				182,099.	50,583.		60,700.	111,283.
	* TOTAL 990-PF PG 1 DEPR & AMORT						291,409.				291,409.	105,238.		97,136.	202,374.

Name(s) shown on return

**Depreciation and Amortization 990-PF**  
**(Including Information on Listed Property)**

▶ See separate instructions. ▶ Attach to your tax return.

REEBOK FOUNDATION INC.

FORM 990-PF PAGE 1

Identifying number  
04-3073548

**Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**

**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

**Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

**Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System**

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year	/	40 yrs.	MM	S/L	

**Part IV Summary (See instructions.)**

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	0.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

**24a** Do you have evidence to support the business/investment use claimed?  Yes  No **24b** If "Yes," is the evidence written?  Yes  No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
<b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							<b>25</b>	
<b>26</b> Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
<b>27</b> Property used 50% or less in a qualified business use:								
		%				S/L-		
		%				S/L-		
		%				S/L-		
<b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							<b>28</b>	
<b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1								<b>29</b>

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)												
<b>31</b> Total commuting miles driven during the year												
<b>32</b> Total other personal (noncommuting) miles driven												
<b>33</b> Total miles driven during the year. Add lines 30 through 32												
<b>34</b> Was the vehicle available for personal use during off-duty hours?												
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?												
<b>36</b> Is another vehicle available for personal use?												

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use?		

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year	
<b>42</b> Amortization of costs that begins during your 2013 tax year:						
<b>43</b> Amortization of costs that began before your 2013 tax year					<b>43</b>	97,136.
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report					<b>44</b>	97,136.

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

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**  
▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868)**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

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

	Enter filer's identifying number	
<b>Type or print</b>	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	REEBOK FOUNDATION INC.	04-3073548
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1895 J.W. FOSTER BLVD.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CANTON, MA 02021	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

**REEBOK FOUNDATION INC**

- The books are in the care of ▶ **1895 J.W. FOSTER BLVD. - CANTON, MA 02021**

Telephone No. ▶ **781-401-5000** Fax No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year **2013** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

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

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