Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation
▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013 or tax year beginning JUN 1, 2013 , and ending MAY 31, 2014

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 or province, country, and ZIP or foreign postal code: BEAVERTON, OR 97005-6453

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 60,378,797.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(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	17,297,507.		N/A	
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	14,860.	14,860.		
4 Dividends and interest from securities	700.	700.		STATEMENT 1
5a Gross rents	20,000.	20,000.		STATEMENT 2
b Net rental income or (loss) 18,954.				STATEMENT 3
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	117,051.	90,994.		STATEMENT 4
12 **Total.** Add lines 1 through 11	17,450,118.	126,554.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	3,820,781.	0.		3,642,965.
15 Pension plans, employee benefits	569,150.	0.		569,150.
16a Legal fees STMT 5	75,563.	0.		75,563.
b Accounting fees STMT 6	37,239.	0.		37,239.
c Other professional fees STMT 7	13,299,444.	0.		12,711,170.
17 Interest				
18 Taxes STMT 8	27,441.	1,046.		25,167.
19 Depreciation and depletion	112,009.	0.		
20 Occupancy	104,922.	0.		50,083.
21 Travel, conferences, and meetings	1,296,465.	0.		1,139,212.
22 Printing and publications	431,095.	0.		331,989.
23 Other expenses STMT 9	1,706,775.	8,155.		1,759,820.
24 **Total operating and administrative expenses.** Add lines 13 through 23	21,480,884.	9,201.		20,342,358.
25 Contributions, gifts, grants paid	6,635,467.			6,164,078.
26 **Total expenses and disbursements.** Add lines 24 and 25	28,116,351.	9,201.		26,506,436.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<10,666,233.>			
b **Net investment income** (if negative, enter -0-)		117,353.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2013)

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		198,866.	1,356,865.	1,356,865.
	2	Savings and temporary cash investments		21,777,423.	14,544,146.	14,544,146.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		67,938.		
	4	Pledges receivable ▶	29,535,150.			
		Less: allowance for doubtful accounts ▶		34,719,894.	29,535,150.	29,535,150.
	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.	474,850.	474,850.
	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 ▶	445,014.			
		Less accumulated depreciation ▶	177,228.	264,429.	267,786.	267,786.
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)		71,295,610.	60,178,797.	60,378,797.
Liabilities	17	Accounts payable and accrued expenses		3,957,496.	2,793,692.	
	18	Grants payable		2,426,822.	2,489,794.	
	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.	STATEMENT11
	22	Other liabilities (describe ▶)				
	23	**Total liabilities** (add lines 17 through 22)		19,946,318.	18,845,486.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted		11,084,726.	3,279,674.	
	25	Temporarily restricted		40,264,566.	38,053,637.	
	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**		51,349,292.	41,333,311.	
	31	**Total liabilities and net assets/fund balances**		71,295,610.	60,178,797.	

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	51,349,292.
2	Enter amount from Part I, line 27a	2	<10,666,233.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	650,252.
4	Add lines 1, 2, and 3	4	41,333,311.
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	41,333,311.

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			(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				
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	26,860,704.	44,759,561.	.600111
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

2 **Total** of line 1, column (d)	2	2.686871
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	.537374
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	36,377,885.
5 Multiply line 4 by line 3	5	19,548,530.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,174.
7 Add lines 5 and 6	7	19,549,704.
8 Enter qualifying distributions from Part XII, line 4	8	26,613,964.

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 ▶ ☒ and enter 1% of Part I, line 27b			1	1,174.
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	1,174.
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	1,174.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	963.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,963.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	2.
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	1,787.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	1,787.	**Refunded** ▶	11	

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 the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 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?	2		X
	If "Yes," attach a detailed description of the activities			
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* STATEMENT 19	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?	5		X
	If "Yes," attach the statement required by General Instruction T.			
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 2013 or the taxable year beginning in 2013 (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)	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) SEE STATEMENT 13	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 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?	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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? STATEMENT 15 ☒ 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 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? ☐ 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 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.)* 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)? **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 14		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
KRISTEN WOOLF - 142 WARDOUR STREET, LONDON, UNITED KINGDOM W1F 8DD	GHL DIRECTOR 40.00	99,729.	45,218.	0.
MARK SANDERSON - 142 WARDOUR STREET, LONDON, UNITED KINGDOM W1F 8DD	GLOBAL INITIATIVES SR. MGR. 40.00	107,960.	21,592.	0.
SOPHIE DOLLAR - 142 WARDOUR STREET, LONDON, UNITED KINGDOM W1F 8DD	PARTNERSHIPS SR. MGR. 40.00	106,417.	21,283.	0.
JODI KAMMING - 142 WARDOUR STREET, LONDON, UNITED KINGDOM W1F 8DD	FINANCE & OPS DIRECTOR 40.00	92,587.	9,236.	0.
EMILIE VANPOPERINGHE - 142 WARDOUR ST., LONDON, UNITED KINGDOM W1F 8DD	INTERIM FINANCE & OPS DIRECTOR 40.00	95,290.	0.	0.

Total number of other employees paid over $50,000 ▶ 17

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
WIEDEN & KENNEDY 224 NORTHWEST 13TH AVENUE, PORTLAND, OR 97209	PUBLIC RELATIONS & BRAND WORK	1,839,412.
ZONE LIMITED - 183 EVERSHOLT STREET, LONDON, UNITED KINGDOM NW1 1BU	COMMS & WEBSITE REDESIGN	1,316,485.
2CV - 35 KING STREET, LONDON, UNITED KINGDOM WC2E 8JG	COMMS, MONITORING & LEARNING	609,314.
OVERSEAS DEVELOPMENT INSTITUTE - 203 BLACKFRIARS ROAD, LONDON, UNITED KINGDOM SE1	MONITORING & LEARNING	499,650.
HARRIMAN STEEL - 2 ACADEMY BLDGS, FANSHAW ST, LONDON, UNITED KINGDOM N1 6LG	CREATIVE PARTNER	420,060.
Total number of others receiving over $50,000 for professional services ▶		62

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	3,073,715.
2 GIRL EFFECT UNIVERSITY (GEU) - SEE STATEMENT 17	1,536,181.
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	14,822,008.
b	Average of monthly cash balances			1b	7,909,855.
c	Fair market value of all other assets			1c	14,200,000.
d	**Total** (add lines 1a, b, and c)			1d	36,931,863.
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	36,931,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	553,978.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	36,377,885.
6	**Minimum investment return.** Enter 5% of line 5			6	1,818,894.

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	1,818,894.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,174.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,174.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,817,720.
4	Recoveries of amounts treated as qualifying distributions			4	26,057.
5	Add lines 3 and 4			5	1,843,777.
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	1,843,777.

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	26,506,436.
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	107,528.
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	26,613,964.
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	1,174.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	26,612,790.

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					1,843,777.
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					
b From 2009					
c From 2010	2,740.				
d From 2011	24,281,718.				
e From 2012	24,518,185.				
f **Total** of lines 3a through e		48,802,643.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 26,613,964.					
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					1,843,777.
e Remaining amount distributed out of corpus		24,770,187.			
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:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		73,572,830.			
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)		10,000,000.	STATEMENT 18		
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		63,572,830.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010	2,740.				
c Excess from 2011	14,281,718.				
d Excess from 2012	24,518,185.				
e Excess from 2013	24,770,187.				

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	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(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 ▶ ☒ 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:

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*				
ATLAS SERVICE CORPS, INC. 1825 K STREET NW, SUITE 210 WASHINGTON, DC 20006	N/A	PC: 509(A)(2)	FELLOWS TO ENABLE GIRL CHAMPIONS	60,000.
BRAC 110 WILLIAM STREET, 29TH FLOOR NEW YORK, NY 10038	N/A	PC: 509(A)(1)	DEVELOP AND IMPLEMENT A COMMUNICATIONS STRATEGY	137,739.
BRAC 110 WILLIAM STREET, 29TH FLOOR NEW YORK, NY 10038	N/A	PC: 509(A)(1)	SUSTAINABLE MICROFINANCE CUSTOMIZED FOR GIRLS IN BANGLADESH	528,601.
CAGDAS YASAMI DESTEKLEME DERNEGI EVLIYA CELEBI MAH, SIMAL SK. 10, SISHANE ISTANBUL, TURKEY 34430	N/A	NC: FOREIGN	SUBGRANTING PROGRAM TO ENCOURAGE FAMILIES TO ALLOW THEIR DAUGHTERS TO CONTINUE THEIR EDUCATION	52,725.
CHARITIES AID FOUNDATION KING STREET STATION, 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314	N/A	PC: 509(A)(1)	TO SUPPORT CHARITABLE ORGANIZATIONS THROUGHOUT THE WORLD	263,158.
Total SEE CONTINUATION SHEET(S)			▶ 3a	6,164,078.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14,860.	
4 Dividends and interest from securities			14	700.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	18,954.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FOREIGN CURRENCY SEC. 988 GAIN			01	90,994.	
b RETURNED GRANTS					26,057.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		125,508.	26,057.

13 Total Add line 12, columns (b), (d), and (e) 13 151,565.

(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 of officer or trustee

3/31/2015 Date

▶ INTERIM CHIEF OPS OFFICER 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	3/16/2015		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.

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

OMB No 1545-0047

2013

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 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).

Name of organization

NIKE FOUNDATION

Employer identification number

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	$ 7,183,448.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	NMS LLC C/O MCCUTCHEN GROUP LLC 925 FOURTH AVENUE #2288 SEATTLE, WA 98104	$ 20,274.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	DEPARTMENT FOR INTERNATIONAL DEVELOPMENT 22 WHITEHALL LONDON, UNITED KINGDOM SW1A2EG	$ 9,736,796.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	700.	0.	700.	700.	
TO PART I, LINE 4	700.	0.	700.	700.	

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		1,046.	
- SUBTOTAL -	1		1,046.
TOTAL RENTAL EXPENSES			1,046.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			18,954.

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	90,994.	90,994.	
RETURNED GRANTS	26,057.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	117,051.	90,994.	

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	75,563.	0.		75,563.
TO FM 990-PF, PG 1, LN 16A	75,563.	0.		75,563.

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	37,239.	0.		37,239.
TO FORM 990-PF, PG 1, LN 16B	37,239.	0.		37,239.

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
RECRUITMENT	184,294.	0.		179,671.
RESEARCH	1,882,756.	0.		1,506,259.
PUBLIC RELATIONS	1,067,383.	0.		1,167,841.
PROJECT DEVELOPMENT & MANAGEMENT	6,160,857.	0.		6,168,977.
OTHER PROFESSIONAL FEES	4,004,154.	0.		3,688,422.
TO FORM 990-PF, PG 1, LN 16C	13,299,444.	0.		12,711,170.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	19,007.	0.		19,007.
OTHER TAXES	6,338.	0.		6,160.
EXCISE TAXES	1,050.	0.		0.
REAL ESTATE TAXES	1,046.	1,046.		0.
TO FORM 990-PF, PG 1, LN 18	27,441.	1,046.		25,167.

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	81,550.	8,155.		72,941.
MISCELLANEOUS EXPENSES	63,591.	0.		63,634.
OFFICE SUPPLIES	282,026.	0.		344,101.
TELEPHONE	81,264.	0.		71,558.
EQUIPMENT MAINTENANCE	88,472.	0.		88,472.
OTHER TRAVEL	1,027,145.	0.		1,037,783.
ADVERTISING AND PROMOTION	57,017.	0.		55,621.
INSURANCE	25,710.	0.		25,710.
TO FORM 990-PF, PG 1, LN 23	1,706,775.	8,155.		1,759,820.

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

DESCRIPTION	AMOUNT
UNREALIZED GAIN	752.
GIRL HUB NET ASSETS INCLUDED AS OF JUNE 1, 2013	649,500.
TOTAL TO FORM 990-PF, PART III, LINE 3	650,252.

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 EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 13

EXPLANATION

DURING THE 5/31/2014 TAX YEAR, NIKE FOUNDATION DISTRIBUTED $263,158 TO A DONOR ADVISED FUND AS A QUALIFYING DISTRIBUTION. THE DISTRIBUTION WILL BE USED TO SUPPORT 509(A)(1) AND 509(A)(2) PUBLICALLY SUPPORTED ORGANIZATIONS TO ACCOMPLISH THEIR MISSIONS UNDER 170(C)(2)(B).

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

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	PRESIDENT & CEO 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.
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.
JORGE G. CASIMIRO C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	VICE PRESIDENT 10.00	0.	0.	0.
HOWARD TAYLOR C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	VICE PRESIDENT & MANAGING DIRECTOR 40.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Nike Foundation
Form 990-PF
Part VII-B, Line 1a(4)
FYE May 31, 2014 **EIN: 93-1159948**

The Directors of Nike Foundation are employees of NIKE, INC. and compensated by NIKE, INC.

Nike Foundation
Grantee EIN: n/a (ADE Brasil is a Registered Brazilian NGO)
ATTACHMENT TO 2013 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 2013*

(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 5/31/2014.*

(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
E.I.N. # n/a
ATTACHMENT TO 2013 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: *$52,725 paid on 8/1/2013*

(3) Total Paid:
$100,001 paid to grantee through tax year 5/31/2014

(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: *$57,394 spent by grantee as of 5/31/2014*

(6) Diversion:

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

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

A financial update was received in September 2014

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 4/14/2011. 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 2013 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 5/31/2014*

(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
E.I.N. # n/a
The Elders is a registered charity in the United Kingdom
ATTACHMENT TO 2013 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: *$0*

(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; $300,000 spent on the FY13 grant as of 5/31/2014.*

(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 final financial report for the second grant was received in July of 2013 and final narrative was received in April 2014.

(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
E.I.N. # 77-0529657
ATTACHMENT TO *2013* 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
E.I.N. # n/a
ATTACHMENT TO 2013 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: *$0.00*

(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:

Final narrative and financial reports were received in February 2014 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
Tax reference # n/a
ATTACHMENT TO *2013* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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(1) Grantee:
Girls Not Brides: The Global Partnership to End Child Marriage
First Floor, Building 5
50 Brook Green
London, United Kingdom W6 7BJ

(2) Date Paid in Current Tax Year: *$199,826 paid on 5/9/2014*

(3) Total Paid:

$199,826 paid to grantee through tax year 5/31/2014

(4) Purpose:

The purpose of this grant is to create and sustain a global movement to end child marriage and ensure that this movement leads to tangible change for the children at risk or affected by child marriage.

(5) Amount of Grant Spent by Grantee: *$0 spent by grantee as of 5/31/2014.*

(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 4/29/14. There has not been any reason to doubt Girls Not Brides: The Global Partnership to End Child Marriage's reliability (Reg. 53.4945-5(c)).

Nike Foundation
Tax reference # n/a
ATTACHMENT TO 2013 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: *$1,080,000 spent by grantee as of 5/31/2014.*

(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 report received in November 2013, final narrative report was received in February 2014.

(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
E.I.N. # n/a
ATTACHMENT TO *2013* 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; The Men & Boys grant agreement 6/18/2010; and the Global Symposium grant agreement on 7/26/2010. There has not been any reason to doubt Instituto Promundo's accuracy or reliability (Reg. 53.4945-5(c)).

Nike Foundation
E.I.N. # n/a
ATTACHMENT TO *2013* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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

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

(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: *$14,178.48 spent by grantee as of 5/31/2014.*

(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 report was received in October 2014.

(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

Praekelt Foundation is a South African welfare organization
Registration No: 2007/012585/08
ATTACHMENT TO 2013 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: *$121,317 paid on 11/22/2013*

(3) Total Paid:

$117,701 paid on 5/31/2012
$121,317 paid on 11/22/2013

(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: *$115,297 spent by grantee as of 5/31/2014.*

(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
E.I.N. # n/a
Stitching Mama Cash is a registered Foundation in the Netherlands
ATTACHMENT TO *2013* 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: *$0.00*

(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: *$1,273,800 spent by grantee as of 5/31/2014.*

(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. Updated narrative and financial reports were received in May 2014.

(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

Tax reference # n/a

ATTACHMENT TO 2013 FORM 990-PF

RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee:

Universalia Management Group Limited
5252 De Maisonneuve West, Suite 210
Montreal, Quebec H4A3S5

(2) Date Paid in Current Tax Year: $221,114 paid on 2/14/2014

(3) Total Paid:

$221,114 paid to grantee through tax year 5/31/2014

(4) Purpose:

The purpose of the grant is to evaluate the 12+ Girls' Health and Social Asset Building Program.

(5) Amount of Grant Spent by Grantee: *$0 spent by grantee as of 5/31/2014.*

(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:

Reporting is not yet due for this grant.

(8) Verification (Optional and when applicable)

Nike Foundation signed the grant agreement on 1/15/2014. There has not been any reason to doubt *Universalia Management Group Limited*'s reliability (Reg. 53.4945-5(c)).

Nike Foundation
E.I.N. # n/a
ATTACHMENT TO 2013 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

E.I.N. # n/a

ATTACHMENT TO 2013 FORM 990-PF

RETURN OF PRIVATE FOUNDATION

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

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(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
Form 990-PF
Part IX-A, Line 1
Girl Hub-London
FYE May 31, 2014 **EIN: 93-1159948**

Funding represents support for Girl Hub, a strategic collaboration 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. Girl Hub seeks to transform the lives of adolescent girls, with girls themselves as active participants. 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 2014, 2746 girls in Rwanda and 4060 girls in Nigeria, participated PM&E and accompanying discussions. In Ethiopia, 2033 girls participated in Girl Hub-Ethiopia's insight gathering processes.

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; the magazine reaches over 400,000 girls and the radio program listenership is over 350,000 girls. Yegna, innovative social marketing brand in Ethiopia, which includes music and radio programming, continues to gain momentum and increase listenership. Survey results indicate that the program reached 92,730 girls with a total audience of 408,000.

Additional outcomes during the year include:

Girl Hub Global

- Girl Hub London was part of the steering group, which included representatives from the Prime Minister's Office, Cabinet Office, Home Office, DFID and UNICEF to deliver the Girl Summit in July 2014 to galvanize a global movement to end Child Marriage and Female Genital Mutilation. Girl Hub was instrumental in helping plan for the Summit, led on the key communications activities, and Nike Foundation contributed £200,000 to support DFID in hosting the Summit.
- Girl Hub together with DFID's Research and Evidence Department catalyzed and co-design a first-of-its-kind large-scale adolescent girls global research program. The program will use quality evidence to develop more effective policies and interventions for reaching poor adolescent girls in developing countries, particularly in areas of reducing early forced marriage, violence, and economic empowerment. In March 2014 the Secretary of State approved the Global Girls Research Initiative business case, £31 million over eight years to generate new evidence on 'what works' to transform the lives of poor adolescent girls to enable them to achieve pathways out of poverty.

Girl Hub Rwanda

- The 12+ Program is a year-long learning program that Girl Hub Rwanda piloted and has supported the Rwandan Ministry of Health to scale-up. Three implementing agencies have been selected and contracted to carry out the first phase of scale for the 12+ Program. This phase will reach 12,000 girls and 960 mentors. The program started in May 2014.
- Girl Hub Rwanda brought together a coalition of advocates for girls, including the Ministry of Gender, the Gender Monitoring Office, Office of the President, Office of the Government Spokesperson, and the Imbuto Foundation to build an 18 month campaign to make Rwanda recognized as a world leader for investing in girls. Their first achievement was realized when His Excellency President Kagame spoke at Davos, urging other nations to invest in their girls to create social and economic growth.
- Ni Nyampinga radio aired its 100th episode, the magazine distributed its 9th edition and Ni Nyampinga Mobile was prototyped. In a survey conducted November 2013 and January 2014, results showed that nearly three quarters of the girls who have read the magazine said that it had changed their feelings of self-worth. 95% of the over 350,000 girls who had listened to the radio show would recommend it to a friend.
- Girl Hub Rwanda help facilitate funding and provided technical support for the new CARE village saving and loan program for 10,000 out-of-school girls.

Girl Hub Ethiopia

- Girl Hub Ethiopia in partnership with DFID Ethiopia provided technical support and capacity building to realize the Government's ambitions to increase the age of first marriage for adolescent girls in the Amhara Region.
- Girl Hub Ethiopia has supported the Pastoralist Afar Girls Education Support program run by Save the Children, who lead the consortium, implementing a three-year program under the DFID UK Girls Educational Challenge Fund. The goal of the program is to increase the numbers and proportion of marginalized girls from pastoralist communities who have entered, stayed in and completed primary education with improved learning outcomes in Afar.

Girl Hub Nigeria

- Educating Nigerian Girls in New Enterprises (ENGINE) is part of the Girls Education Challenge Fund (DFID UK) in collaboration with Mercy Corps and Coca-Cola. Girl Hub Nigeria provided girl expertise and technical support to this partnership to deliver financial assets and entrepreneurship training to 18,000 adolescent girls in four states (Lagos, FCT, Kano and Kaduna).
- Girl Hub Nigeria has pioneered a new way to engage and learn from girls more directly by building a team of 40 girls from across Kaduna and Kano to become Technology Enhanced Girl Ambassadors. The initiative was launched in February 2014.

Nike Foundation
Form 990-PF
Part IX-A, Line 2
Girl Effect University (GEU)
FYE May 31, 2014 **EIN: 93-1159948**

A mobile university that equips development professionals with the tools, training, inspiration, and networks to do more and better for adolescent girls. GEU delivers high-energy, 3-5 day learning experiences with a specific focus on delivering for adolescent girls in poverty. Workshops draw from the best private sector and academic learning principles – part design-lab, part professional school, and part field studio. Each GEU workshop is unique: designed for specific participants with a specific purpose. Learning from world-class experts in human centered design, girl programming, and development, GEU participants test and apply new concepts directly to their work. Following the workshop, participants are linked to a global community of GEU alumni, coaches, and experts who serve as an ongoing resource for their work with adolescent girls.

NIKE FOUNDATION **EIN: 93-1159948**
990-PF Supplementary Statement
Part XIII, Line 7
FYE May 31, 2014

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)

	5/31/2014	
NOVO Foundation		
Amount Received during fiscal year end 5/31/2014	$ 10,000,000	
Amount Distributed by 5/31/14	(10,000,000)	10,000,000
Remaining Amount to be distributed	-	
		$ 10,000,000 ***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
2011	$ 10,000,000
	$ 10,000,000

Signed: Date 3/31/2015.

Jorge G. Casimiro, VP
Name and Title

AMENDED AND RESTATED

BYLAWS OF THE

NIKE FOUNDATION

Effective May 19, 2014, the Bylaws of the Nike Foundation, an Oregon nonprofit public benefit corporation (the "Corporation"), exempt from income tax under Section 501(c)3 of the Internal Revenue Code (as amended, the "Code"), are hereby amended and restated in their entirety as follows:

ARTICLE I
MEMBERS

The Corporation is a public benefit corporation, and it has no members.

ARTICLE II
PURPOSES

In accordance with the articles of incorporation, the Corporation is organized, and shall at all times be operated, exclusively for charitable and educational purposes permitted under Section 501(c)3 of the Code and the Oregon Nonprofit Corporations Act (as amended, the "Act"). References to sections of the Code shall be construed to include corresponding sections of any future federal tax code.

ARTICLE III
DIRECTORS; MANAGEMENT

SECTION 1. POWERS

The business and affairs of the Corporation shall be managed by a Board of Directors which shall exercise or direct the exercise of all corporate powers. The Corporation shall have all power necessary to carry out its purposes and activities incidental to those purposes, but shall have no power to do anything not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Code, (b) by a corporation contributions to which are deductible under Section 170(c)2 of the Code, or (c) by a public benefit corporation under the Act.

SECTION 2. NUMBER

The Board of Directors shall consist of at least three Directors and may consist of as many as ten Directors. The exact number of Directors may be fixed or changed, periodically, within the minimum and maximum, by the Board of Directors. No reduction of the number of

Directors shall have the effect of removing any Director from office prior to the expiration of his or her term of office.

SECTION 3. ELECTION AND TENURE OF OFFICE; REMOVAL; COMPENSATION

The Directors shall be elected by majority vote of the Directors then in office at the annual meeting of the Board of Directors, to serve for one-year terms. The term of office shall begin immediately after election. Despite the expiration of a Director's term, the Director shall continue to serve until the Director's successor is elected and qualified or the number of Directors is decreased. Directors need not be residents of the state of Oregon. A Director may serve for any number of terms without limitation. Except as otherwise provided under the Act, a Director may be removed, with or without cause, by the vote of two-thirds of the Directors then in office. No Director shall be compensated for his or her service as a Director; however, if determined by the Board of Directors to be just and reasonable, a Director may be reimbursed by the Corporation for expenses incurred by such Director in carrying out his or her duties as a Director.

SECTION 4. VACANCIES

(a) A vacancy in the Board of Directors shall exist upon the death, resignation or removal of any Director, or upon any increase in the number of authorized Directors.

(b) Vacancies in the Board of Directors may be filled by a majority of the remaining Directors though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office for the balance of the unexpired term of his or her predecessor and until his or her qualified successor is elected and accepts office.

(c) If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

SECTION 5. MEETINGS

(a) Special meetings of the Board of Directors shall be held at such place and at such times as may be designated from time to time by the Chair (or if none, the President) or any three Directors.

(b) Annual meetings of the Board of Directors shall be held each year at such time and at such place as may be designated by the Board of Directors.

(c) Meetings of the Board of Directors or any committee may be held by conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at the meeting.

SECTION 6. NOTICE OF MEETINGS

(a) Regular meetings of the Board of Directors may be held without further notice of the date, time, place, or purpose of the meeting. The annual meeting and special meetings of the Board of Directors must be preceded by at least five days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone or electronic mail, to each Director of the date, time and place of the meeting. Notice mailed or sent by electronic mail shall be directed to the address shown on the corporate records or to the Director's actual mail or electronic mail address ascertained by the person giving the notice.

(b) Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and such Director does not thereafter vote for or assent to any action taken at the meeting.

SECTION 7. QUORUM AND VOTE

(a) A quorum of the Board of Directors shall consist of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken is the act of the Board of Directors, except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.

(b) A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting the business at the meeting, or unless the Director's dissent shall be entered in the minutes to the meeting or unless the Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV
OFFICERS

SECTION 1. DESIGNATION; ELECTION; QUALIFICATION

(a) The officers shall be a President, a Secretary, a Treasurer or Chief Financial Officer, and such Vice Presidents and other officers as the Board of Directors shall from time to time appoint. The officers shall be elected by, and hold office at the pleasure of, the Board of Directors. Any two offices may be held by the same person, except for the offices of President and Treasurer or Chief Financial Officer.

(b) A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments in such office.

SECTION 2. COMPENSATION AND TERM OF OFFICE

(a) An officer may be paid reasonable compensation for his or her services as an officer as determined by the Board of Directors. An officer may also be reimbursed for reasonable expenses incurred in carrying out his or her duties as an officer as determined by the Board of Directors.

(b) The term of office of all officers shall be one year. Any officer may be reelected in subsequent years without limitation.

(c) Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors.

(d) Any officer may resign at any time by giving written notice to the Board of Directors, the Chair of the Board (or, if none, the President), or the Secretary of the Corporation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, provided that the Board of Directors may reject any post-dated resignation by notice in writing to the resigning officer.

(e) This section shall not affect the rights of the Corporation or any officer under any express contract of employment.

SECTION 3. Chair of the Board of Directors

The Board of Directors shall have the authority to appoint a member of the Board to serve as Chair of the Board of Directors. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and shall, subject to the control of the Board of Directors, have such duties, powers and authority as the Board of Directors shall determine. The Board of Directors may appoint two or more members of the Board to serve as Co-Chairs of the Board of Directors.

SECTION 4. EXECUTIVE DIRECTOR

The Board of Directors shall have the authority to appoint an Executive Director, who shall, subject to the control of the Board of Directors, have such duties, powers and authority as the Board of Directors shall determine. The Executive Director may be paid a reasonable salary as established by the Board of Directors.

SECTION 5. PRESIDENT

In the absence of a Chair of the Board of Directors, the President shall preside at all meetings of the Board of Directors. The President shall be the chief executive officer of the Corporation. The President will have authority to execute agreements and other instruments on behalf of the Corporation, will have the general powers and duties of management usually vested in the chief executive officer of a corporation and will have such other powers and duties as the Board of Directors shall prescribe.

SECTION 6. VICE PRESIDENTS

The Vice Presidents, if any, shall perform such duties as the Board of Directors shall prescribe. In the absence or disability of the President, the duties and powers of the President shall be performed and exercised by a Vice President as designated by the Board of Directors.

SECTION 7. SECRETARY

The Secretary shall keep or cause to be kept at the registered office, or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors showing the time and place of the meeting, whether it was regular or special, and if special, how authorized, the notice given, the names of those present and the proceedings thereof. The Secretary or the Executive Director, if any, shall give or cause to be given such notice of the meetings of the Board of Directors as is required by these bylaws. The Secretary shall have the general powers and duties usually vested in the corporate secretary of a corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

SECTION 8. TREASURER OR CHIEF FINANCIAL OFFICER

The Treasurer or Chief Financial Officer shall be responsible for the funds of the Corporation, and shall invest them and pay them out in the manner authorized by the Board of Directors. The Treasurer or Chief Financial Officer shall maintain the Corporation's banking accounts and shall have the general powers and duties usually vested in the chief financial officer of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors.

SECTION 9. ASSISTANTS

The Board of Directors may appoint or authorize the appointment of assistants to the Secretary or Treasurer or both. Such assistants may exercise the power of the Secretary or Treasurer, as the case may be in the absence or disability of those persons, and shall perform such duties as are prescribed by the Board of Directors.

ARTICLE V
COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

Subject to any applicable law, the provisions of the articles of incorporation and these bylaws, the Board of Directors may appoint an Executive Committee consisting of at least two Directors and having the power to conduct the business of the Corporation between meetings of the Board of Directors and having such other powers as the Board of Directors may designate. The Executive Committee shall hold office at the pleasure of the Board of Directors.

SECTION 2. COMMITTEES

Subject to any applicable law, the provisions of the articles of incorporation and these bylaws, the Board of Directors may appoint such committees as may be necessary from time to time, consisting of at least two Directors and having such powers as it may designate. Such committees shall hold office at the pleasure of the Board of Directors.

ARTICLE VI
CORPORATE RECORDS AND REPORTS – INSPECTION

SECTION 1. RECORDS

The Corporation shall maintain adequate and correct books, records and accounts of its business and properties. All of such books, records and accounts shall be kept at its registered office as fixed by the Board of Directors from time to time, except as otherwise provided by law.

SECTION 2. INSPECTION OF BOOKS AND RECORDS

All books, records and accounts of the Corporation shall be open to inspection by the Directors in the manner and to the extent required by law.

SECTION 3. CERTIFICATION AND INSPECTION OF BYLAWS

The original or a copy of these bylaws and any amendments thereto, certified by the Secretary, shall be open to inspection by the Directors in the manner and to the extent required by law.

SECTION 4. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be authorized in these bylaws, or as determined from time to time by resolution of the Board of Directors.

SECTION 5. EXECUTION OF DOCUMENTS

The Board of Directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized in these bylaws or by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE VII
GENERAL PROVISIONS

SECTION 1. AMENDMENT OF BYLAWS

Except as otherwise provided by law, the Board of Directors may amend or repeal these bylaws or adopt new bylaws; provided, however, that no such amendment or repeal may be made if such action causes the Corporation to take any action, or grants the Corporation the power to take any action, that is not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Code, (b) by a corporation contributions to which are deductible under Section 170(c)2 of the Code, or (c) by a public benefit corporation under the Act.

SECTION 2. WAIVER OF NOTICE

Whenever any notice to any Director is required by law, the articles of incorporation or these bylaws, a waiver of notice in writing setting forth the meeting for which notice is waived, signed at any time by the person entitled to notice and filed in the records of minutes of the Corporation shall be equivalent to the giving of the notice.

SECTION 3. ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of the Act, the articles of incorporation or these bylaws may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken hereunder is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed hereunder has the effect of a unanimous meeting vote of the Directors and may be described as such in any document. For purposes of this Section, “written” includes a communication that is transmitted or received by electronic mail, and “sign” or “signature” includes an electronic communications sent by the Director assenting to the action proposed.

ARTICLE VIII
INDEMNIFICATION

To the fullest extent permitted by the Act, the Corporation:

(a) Subject to Article VIII(c) below, shall indemnify any person who was, is, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that he or she (i) is or was a Director, officer, or employee of the Corporation, or (ii) serves or served at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise.

(b) Shall pay for or reimburse the reasonable expenses actually incurred by a Director, officer, or employee in any matter described above in Article VIII(a) in advance of final disposition of the proceeding.

(c) The Corporation may only indemnify an individual under this Article VIII if:

i. The conduct of the individual was in good faith;
ii. The individual reasonably believed that his or her conduct was in the best interests of the Corporation, or at least was not opposed to the Corporation's best interests; and
iii. In the case of a criminal proceeding, the individual did not have reasonable cause to believe that his or her conduct was unlawful.

The indemnification and advancement of expenses provided for in this Article are limited to reasonable expenses actually incurred in connection with the underlying proceeding, and shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Directors, or otherwise. The right to and amount of indemnification and advances shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

ARTICLE IX
TRANSACTIONS BETWEEN CORPORATION AND INTERESTED DIRECTORS

No contract or transaction entered into by the Corporation shall be affected by the fact that a Director of the Corporation was personally interested in the contract or transaction or was personally interested in or a director or officer of a corporation that was personally interested in the contract or transaction if, at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction, the interested Director discloses his interest therein and such contract or transaction is adopted or ratified by a majority of the Directors present who do not have an interest in the proposed contractor or transaction.

ARTICLE X
DISSOLUTION

Upon the dissolution or final liquidation of the Corporation, after the payment or provision for payment of all of the liabilities of the Corporation, all of the remaining assets shall be distributed to one or more tax exempt organizations described in Section 501(c)3 of the Code, or the corresponding provisions of any future federal tax laws, selected by the Board of Directors. Any assets not disposed of by the Board of Directors shall be disposed of by the court which has general jurisdiction for the county in which the principal office of the Corporation is then located, exclusively to one or more organizations as such court shall determine, which are at such time exempt organizations under Section 501(c)3 of the Code.

ARTICLE XI
LIMITATION ON LIABILITY

To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, no Director or officer of the Corporation shall be liable to the Corporation for monetary damages for conduct as a Director or officer occurring on or after the date of adoption of this provision. Any amendments to or repeal of this provision or the Act shall not adversely affect any right or protection of a Director or officer of the Corporation for or with respect to any acts or omissions of such Director or officer occurring prior to such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protection set forth in this Article unless the change in the law specifically requires such reduction or elimination. This provision, however, shall not eliminate or limit the liability of a Director or officer for:

(a) Any breach of the Director's or officer's duty of loyalty to the Corporation;

(b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) Any unlawful distribution;

(d) Any transaction from which the Director or officer derived an improper personal benefit; and

(e) Any act or omission in violation of Sections 65.361 to 65.367 of the Act.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EMPOWER 111 JOHN STREET, SUITE 1005 NEW YORK, NY 10038	N/A	PC: 509(A)(1)	SUPPORT FOR THE GRASSROOTS GIRLS INITIATIVE COMMUNICATIONS LEAD	129,609.
EQUALITY NOW, INC. PO BOX 20646 COLUMBUS CIRCLE STATION NEW YORK, NY 10023	N/A	PC: 509(A)(1)	LEGAL CASES TO SAFEGUARD GIRLS' RIGHTS	125,000.
GIRLS NOT BRIDES FIRST FLOOR, BUILDING 550 BROOK GREEN LONDON, UNITED KINGDOM W6 7BJ	N/A	NC: FOREIGN	PARTNERSHIP TO END CHILD MARRIAGE	199,826.
GLOBAL BUSINESS COALITION FOR EDUCATION INC. 599 LEXINGTON AVENUE NEW YORK, NY 10022	N/A	PC: 509(A)(1)	PROVIDE YOUTH EXPERTISE TO THE "A WORLD AT SCHOOL"	162,400.
GLOBAL CITIZEN YEAR 1625 CLAY STREET, SUITE 400 OAKLAND, CA 94612	N/A	PC: 509(A)(2)	TO ACCELERATE THE GIRL EFFECT BY EMPOWERING GLOBAL CITIZEN YEAR FELLOWS AS LIFE-LONG GIRL CHAMPIONS	22,500.
GRAMEEN AMERICA, INC 1460 BROADWAY, 10TH FLOOR NEW YORK, NY 10036	N/A	PC: 509(A)(1)	SEE STATEMENT	236,289.
INTERNATIONAL CENTER FOR RESEARCH ON WOMEN (ICRW) 1120 20TH STREET NW, SUITE 500 WASHINGTON, DC 20036	N/A	PC: 509(A)(1)	SUPPORT ICRW TO AUTHOR AND LAUNCH A REPORT ON THE GIRL DECLARATION	67,900.
LANDESA 1424 4TH AVENUE, SUITE 300 SEATTLE, WA 98101	N/A	PC: 509(A)(1)	LEVERAGING LAND RIGHTS IN INDIA TO BUILD GIRLS' ASSETS	570,653.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY E52-243B 50 MEMORIAL DRIVE CAMBRIDGE, MA 02142-1347	N/A	PC: 509(A)(1)	SEE STATEMENT	130,000.
MCGILL UNIVERSITY SUITE 429, JAMES ADMINISTRATION BUILDING', 845 SHERBROOKE STREET WEST MONTREAL, CANADA H3A 2T5	N/A	PC: 509(A)(1)	RESEARCH AND PUBLICATION AROUND FEMALE-HEADED HOUSEHOLDS IN SUB-SAHARAN AFRICA	5,741.
Total from continuation sheets				5,121,855.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MERCY CORPS 45 SW ANKENY STREET PORTLAND, OR 97204	N/A	PC: 509(A)(1)	SEE STATEMENT	200,000.
MERCY CORPS 45 SW ANKENY STREET PORTLAND, OR 97204	N/A	PC: 509(A)(1)	BUILD GIRL EXPERTISE WITHIN MERCY CORPS	214,812.
MERCY CORPS 45 SW ANKENY STREET PORTLAND, OR 97204	N/A	PC: 509(A)(1)	ENGINE ENABLES GHN TO ACCELERATE ITS GOALS TO ECONOMICALLY EMPOWER GIRLS	730,267.
PLAN INTERNATIONAL USA 155 PLAN WAY WARWICK, RI 02886	N/A	PC: 509(A)(2)	THIS GRANT SECURES A FORMAL PARTNERSHIP WITH PLAN TO GET GIRLS INTO THE POST-2015 AGENDA	142,077.
POPULATION COUNCIL, INC. ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	N/A	PC: 509(A)(1)	SUPPORT IMPLEMENTATION AND EVALUATION OF THE ABRIENDO OPORTUNIDADES PROGRAM	92,321.
POPULATION COUNCIL, INC. ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	N/A	PC: 509(A)(1)	SEE STATEMENT	1,079,957.
POPULATION COUNCIL, INC. ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	N/A	PC: 509(A)(1)	SEE STATEMENT	170,073.
PRAEKELT FOUNDATION 44 STANLEYAUF MILPARK JOHANNESBURG, SOUTH AFRICA	N/A	NC: FOREIGN	SEE STATEMENT	121,317.
UNIVERSALIA MANAGEMENT GROUP LIMITED 5252 DE MASONNEUVE WEST, SUITE 210 MONTREAL, CANADA H4A 355	N/A	NC: FOREIGN	TO EVALUATE THE 12+ GIRLS HEALTH AND SOCIAL ASSET BUILDING PROGRAM	221,113.
UNREASONABLE INSTITUTE 1877 BROADWAY, SUITE 100 BOULDER, CO 80302	N/A	PC: 509(A)(2)	SEE STATEMENT	500,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - GRAMEEN AMERICA, INC

DEVELOP AND IMPLEMENT A SCALABLE, GROUP-BASED SAVINGS PROGRAM WITH AN IMPACT ON HEALTH AND SOCIAL ASSETS FOR LOW-INCOME ADOLESCENT GIRLS IN NEW YORK CITY

NAME OF RECIPIENT - MASSACHUSETTS INSTITUTE OF TECHNOLOGY

PROVIDE POLICYMAKERS WITH THE YOUTH-SPECIFIC INFORMATION THEY NEED TO DESIGN AND IMPLEMENT EFFECTIVE SOLUTIONS

NAME OF RECIPIENT - MERCY CORPS

TO CULTIVATE AN INTERNAL NETWORK OF GIRL CHAMPIONS AND INCREASE THE QUANTITY AND QUALITY OF GIRL PROGRAMS

NAME OF RECIPIENT - POPULATION COUNCIL, INC.

TO GAIN INFORMATION ON HOW TO IMPROVE THE EFFECTIVENESS, EFFICIENCY AND QUALITY OF GIRL-CENTERED PROGRAMS.

NAME OF RECIPIENT - POPULATION COUNCIL, INC.

TO CONDUCT RESEARCH THAT WILL ENABLE A BETTER UNDERSTANDING OF THE COMMERCIAL SEXUAL EXPLOITATION OF GIRLS IN INDIA IN ORDER TO INFORM SOLUTIONS TO PREVENTING SEXUAL EXPLOITATION OF GIRLS

NAME OF RECIPIENT - PRAEKELT FOUNDATION

TO BUILD, TEST, AND LAUNCH A DIGITAL CONCEPT OF THE GIRL DIRECT PLATFORM AS PART OF PHASE III OF GIRL DIRECT

NAME OF RECIPIENT - UNREASONABLE INSTITUTE

TO ESTABLISH THE REVOLVING LOAN FUND WHICH WILL BE A FUNDING

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

OPPORTUNITY FOR THE COMPANIES AND ORGANIZATIONS THAT ARE SELECTED TO

PARTICIPATE IN THE GIRL EFFECT ACCELERATOR PROGRAM