2011

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

	e of foundation OS FAMILY FO	INDATTON							A Employer: 91-20		cation number
	per and street (or P O		ıs not delivered	d to stree	et address)		Room/su	ııte			er (see instructions)
	·				,						06) 275-2048
	3 SOUTHEAST		T				224		<del></del>		
City c	or town, state, and ZIF	code							C If exemption	annlıca	ation is
MER	CER ISLAND, 1	NA 98040							pending, che	ck here	>L
	ck all that apply	Initial reti	urn		Initial return	of a former	oublic cha	rıtv	D 1 Foreign o	rannizol	tions, check here
		Final retu			Amended re	•		,	_	-	tions, check here
		Address	change		Name chang	е			85% test,	check h	nere and attach
Che	ck type of organiza	tion X Sec	tion 501(c)	(3) ex	empt private f				•		
s	ection 4947(a)(1) no				her taxable pr		ition				n status was terminated
Fair	market value of all	assets at end	J_Accour	nting n	nethod X C	ash Ac	crual			-	in a 60-month termination _
of ye	ear (from Part II, co				ecify)						)(1)(B), check here . ►
		30,597.	1.	olumn	(d) must be on	cash basıs.)	1				,
Part l	Analysis of Reve total of amounts in a may not necessarily column (a) (see insti	olumns (b), (c), a equal the amour	nd (d)	èxp	evenue and enses per books	(b) Net inve		(	c) Adjusted n income	et	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants,		chedule)		940,538.						(Guain Buois Grilly)
2	if the t	oundation is not re Sch B	quired to						<del></del>		
3	Interest on savings and				515.		515.				ATCH 1
4	Dividends and intere										
5 a	Gross rents		1								
	Net rental income or (lo		[								
1 -	Net gain or (loss) from	sale of assets not o		1	,182,834.						
6a b 7	Gross sales price for all assets on line 6a	1,40	6,698.			<b>5.67</b> * * * * * * * * * * * * * * * * * * *					
7	Capital gain net inco	me (from Part IV	, line 2)			1,40	6,609.				
8	Net short-term capit	•									
9 10 a	Income modification Gross sales less returns and allowances · · ·										
Ь	Less Cost of goods sold	ł									
С	Gross profit or (loss)	(attach schedule	) <u>L</u>								
11	Other income (attack	n schedule)	🖵								
12	Total. Add lines 1 th	<u>rough 11</u>		2	,123,887.		7,124.				
13	Compensation of office	rs, directors, trustee	s, etc		0						
14	Other employee sala	ries and wages	上								
15	Pension plans, empl				05 160						25
16a	Legal fees (attach so				25,160.						25,
b	Accounting fees (att	ach schedule) .					Ь		EIVED	$\neg$	
С	Other professional for		1							0	
17	Interest		لدند		17,025.					oso	
18	Taxes (attach schedule)	•			11,023.		B AU	G 1	. 4 2012	+	
19	Depreciation (attach	•	•							8	
20	Occupancy				1,475.		O(	SDF	N, UT		1,
21	Travel, conferences,					<b>_</b>				1	
22	Printing and publication Other expenses (atta	uons An	:сн 4 ⊢		621,684.						621,4
23	Total operating and				,			-			
15 16a b c 17 18 19 20 21 22 23 24 25 26					665,344.						648,0
2.	Add lines 13 throug Contributions, gifts,		1	11	,333,743.						11,333,
25	Total expenses and disbu	= -	i i		,999,087.	<u>.                                    </u>	0			-	11,981,
27	Subtract line 26 from				- , ,,,,,,						
<sup>*</sup> ,	Excess of revenue over ex		ments	-9	,875,200.						
a	Net investment inco					1,40	7,124.				
0	Adjusted net incom		1			· · · · ·					
	perwork Reduction		<u> </u>								Au.

Þ	art II	Balance Sheets description column should be for end-of-year	Beginning of year	Ena c	of year
_		amounts only (See instructions )	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	0.15 100		
	2	Savings and temporary cash investments	247,488.	208,208.	208,208
	3	Accounts receivable			
		Less allowance for doubtful accounts ▶	···		
	4	Pledges receivable			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts ▶			
S	8	Inventories for sale or use			
sets	9	Prepaid expenses and deferred charges			
As	10 a	Investments - U.S. and state government obligations (attach schedule).			
	b	Investments - corporate stock (attach schedule) ATCH 5	45,422,460.	34,222,389.	34,222,389
		Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			· · · · · · · · · · · · · · · · · · ·
	14	Land, buildings, and equipment basis		- water at 17	
		equipment basis Less accumulated depreciation (attach schedule)			
	15	Other assets (describe  )			
	16	Total assets (to be completed by all filers - see the			
		ınstructions Also, see page 1, item I)	45,669,948.	34,430,597.	34,430,597
	17	Accounts payable and accrued expenses			
	18	Grants payable			
9	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
abil	21	Mortgages and other notes payable (attach schedule)			
Ë	22	Other liabilities (describe			
		,,			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
nces	24	Unrestricted			
SE SE		Temporarily restricted			
줐	26	Permanently restricted			
펄		Foundations that do not follow SFAS 117,		<u> </u>	
Ē	25 26	check here and complete lines 27 through 31. ► X			
ō	27	Capital stock, trust principal, or current funds			
ş	28 29 30 31	Paid-in or capital surplus, or land, bldg, and equipment fund			
88	29	Retained earnings, accumulated income, endowment, or other funds	45,669,948.	34,430,597.	
tΑ	30	Total net assets or fund balances (see instructions)	45,669,948.	34,430,597.	
ž	31	Total liabilities and net assets/fund balances (see	Ì		
		ınstructions)	45,669,948.	34,430,597.	
P	art I	Analysis of Changes in Net Assets or Fund E	<u>Balances</u>		
1	Tota	I net assets or fund balances at beginning of year - Part I	l, column (a), line 30 (n	nust agree with	
	end-	of-year figure reported on prior year's return)		<u>1</u>	45,669,948
2		r amount from Part I, line 27a			-9,875,200
3	Othe	er increases not included in line 2 (itemize)		3	
					35,794,748
5	Deci	lines 1, 2, and 3 reases not included in line 2 (itemize) ▶ ATTACHI	MENT 6	5	1,364,151
		I net assets or fund balances at end of year (line 4 minus li			34,430,597

(a) List and 2-story b	d describe the kind(s) of property sold ( rick warehouse, or common stock, 200	(e g , real estate,	(b) How acquired P-Purchase D-Donation		(d) Date sold (mo , day, yr )
1a SEE PART IV SCHE	DULE				
b					
С					
d					
е					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (lo (e) plus (f) mini	
а					
b					
С					
d					
е					
Complete only for assets	showing gain in column (h) and owne	ed by the foundation on 12/31/69	(1)	Gains (Col (h) g	aın mınus
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (ı) over col (j), ıf any	col	(k), but not less t Losses (from co	
a					
b					
С					
d					
е					
• • • • • • •	( If	gain, also enter in Part I, line 7			
2 Capital gain net income or	(net capital loss)	(loss), enter -0- in Part I, line 7	2	1,	406,609.
3 Net short-term capital gair	n or (loss) as defined in sections 12	222(5) and (6)			
If gain, also enter in Par	rt I, line 8, column (c) (see inst	tructions) If (loss), enter -0- in $oldsymbol{igl}$			
Part I, line 8		<u> </u>	3		0
Part V Qualification l	Jnder Section 4940(e) for Re	duced Tax on Net Investment I	ncome		•
		butable amount of any year in the b	ase perio	od?	Yes X No
		r, see the instructions before making	any ent	nac	
(a)			any en	(d)	
Base period years	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets		Distribution ra (col (b) divided by	
Calendar year (or tax year beginning in) 2010	3,972,951.	36,771,946.			0.108043
2009	2,090,656.	25,145,446.			0.083143
2008	2,334,351.	22,111,077.			0.105574
2007	1,300,052.	20,644,500.	<u> </u>		0.062973
2006	1,522,093.	8,187,419.			0.185906
2000			<del>                                     </del>		
2 Total of line 1, column (d)	1		2		0.545639
3 Average distribution ratio	for the 5-year base period - divide	e the total on line 2 by 5 or by the	-		
•	•	s than 5 years	3		0.109128
4 Enter the net value of nor	ncharitable-use assets for 2011 fro	om Part X, line 5	4	43,	601,362.
5 Multiply line 4 by line 3			5	4,	758,129.
6 Enter 1% of net investme	nt income (1% of Part I, line 27b)		6		14,071.
7 Add lines 5 and 6			7	4,	772,200.
8 Enter qualifying distribution If line 8 is equal to or graph Part VI instructions.	ons from Part XII, line 4 eater than line 7, check the box	in Part VI, line 1b, and complete	8 that part		981,784. x rate See th

Pai	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see in	nstruc	ctions	.)
1 a	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		14,0	71.
	here X and enter 1% of Part I, line 27b			
С	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 2			
3	Add lines 1 and 2		14,0	71.
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		14,0	71.
6	Credits/Payments			
а	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 9,582.			
b	Exempt foreign organizations - tax withheld at source			
С	Tax paid with application for extension of time to file (Form 8868) 6c 8,000.			
d	Backup withholding erroneously withheld			
7	Total credits and payments Add lines 6a through 6d		17,5	82.
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached 8	<u>-</u>		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		3,5	11.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 3,511. Refunded ▶ 11			
	t VII-A Statements Regarding Activities			
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate	<b> </b>	Yes	No.
	or intervene in any political campaign?	<u>1a</u>		<u> </u>
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the			**
	instructions for definition)?	1 b		<u>X</u>
	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			37
С	Did the foundation file Form 1120-POL for this year?	1c		<u>X</u> _
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation  \$\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			
_	on foundation managers  \$	_		х
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of			.,
	incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		_ <u>X</u>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	A/N	- 17
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		<u> </u>
	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		х	
	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		
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions)  WA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General			
	(or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or			
	4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete			
	Part XIV	9		<u> </u>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.  ATTACHMENT 7	10	х	

Form 990-PF (2011) Page 7 Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, Part VIII and Contractors (continued) Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE." (a) Name and address of each person paid more than \$50,000 (b) Type of service (c) Compensation NONE **Total** number of others receiving over \$50,000 for professional services. 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 Expenses organizations and other beneficianes served, conferences convened, research papers produced, etc Summary of Program-Related Investments (see instructions) Amount Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 1 NONE All other program-related investments. See instructions 3 NONE

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Total. Add lines 1 through 3

Page 8

Pa	Part X Minimum Investment Return (All domestic foundations must complete this see instructions.)	s part. Foreign founda	itions,
1	Fair market value of assets not used (or held for use) directly in carrying out charit	able, etc,	
	purposes		
а	a Average monthly fair market value of securities	1a	44,066,428.
b	b Average of monthly cash balances	1b	198,914.
C	c Fair market value of all other assets (see instructions)	1c	
d	d Total (add lines 1a, b, and c)	1d	44,265,342.
е	e Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3		•	44,265,342.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amounts)	unt, see	· , , , , , , , , , , , , , , , , , , ,
		1 4 1	663,980.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part \( \)	V, line 4 5	43,601,362.
6	Minimum investment return. Enter 5% of line 5	6	2,180,068.
Pa	Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private or foundations and certain foreign organizations check here ▶ ☐ and do not contain the property of the	perating	
1	Minimum investment return from Part X, line 6	1	2,180,068.
2a	a Tax on investment income for 2011 from Part VI, line 5	14,071.	· · · · · · · · · · · · · · · · · · ·
b			
		2c	14,071.
3			2,165,997.
4			
5		1 - 1	2,165,997.
6			<u> </u>
7	, , , , , , , , , , , , , , , , , , , ,	art XIII,	
	line 1 · · · · · · · · · · · · · · · · · ·	1 1	2,165,997.
Pa	Part XII Qualifying Distributions (see instructions)		
1	- · · · · · · · · · · · · · · · · · · ·		11 001 704
а			11,981,784.
þ			
2	purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
а		3a	
b	, , , , , , , , , , , , , , , , , , , ,		
4			11,981,784.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	ent income.	
	Enter 1% of Part I, line 27b (see instructions)		14,071.
6	, , , , , , , , , , , , , , , , , , , ,		11,967,713.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent yea qualifies for the section 4940(e) reduction of tax in those years	rs when calculating w	hether the foundation

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Form 990-PF (2011) Page 9 Part XIII Undistributed Income (see instructions) (a) (b) (c) (d) Years prior to 2010 Corpus 2010 Distributable amount for 2011 from Part XI. 2011 2,165,997. Undistributed income, if any, as of the end of 2011 Enter amount for 2010 only Total for pnor years 20 09 20 08 20 07 Excess distributions carryover, if any, to 2011 716,681 From 2006 . . . . . . 271,931. From 2007 . . . . . . 1,230,517. From 2008 . . . . . . 833,416. From 2009 . . . . . . 2,151,406. From 2010 . . . . . . 5,203,951. Total of lines 3a through e . . . . . . . . . . . . Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ \_\_\_\_ 11,981,784. a Applied to 2010, but not more than line 2a Applied to undistributed income of prior years (Election required - see instructions). . . . . . c Treated as distributions out of corpus (Election required - see instructions) . . . . . . . . . . . 2,165,997. d Applied to 2011 distributable amount ..... 9,815,787. Remaining amount distributed out of corpus . . . Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) ) Enter the net total of each column as indicated below: 15,019,738. Corpus Add lines 3f, 4c, and 4e Subtract line 5 Prior years' undistributed income Subtract line 4b from line 2b 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 . . . . . . . . . . . . . d Subtract line 6c from line 6b Taxable amount - see instructions Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . . . . . . . . . . . . . Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) Excess distributions carryover from 2006 not 716,681. applied on line 5 or line 7 (see instructions) . . . Excess distributions carryover to 2012. 14,303,057 Subtract lines 7 and 8 from line 6a . . . . . . Analysis of line 9 271,931. Excess from 2007 . . . 1,230,517. Excess from 2008 . . . 833,416 c Excess from 2009 . . .

2,151,406

9,815,787

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d Excess from 2010 . . .

e Excess from 2011 . . .

Page **11** 

Part XV Supplementary Information (	(continued)			
3 Grants and Contributions Paid Duri	ing the Year or App	oved for F	Future Payment	
Recipient	If recipient is an individual, show any relationship to			Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	contribution	Amount
	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 11,333,743.
			<u> </u>	11 222 742
Total		<u></u>	▶ 3a	11,333,743.
b Approved for future payment				
Total	<u>.</u>			1

Form 990-Pi		ioina Activ	dition	·		Page <b>12</b>
Part XV			ated business income	Excluded by	y section 512, 513, or 514	(e)
	s amounts unless otherwise indicated	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
•	n service revenue					(See instructions)
. —						<del></del>
е						
f						
•	and contracts from government agencies			<del></del>		
	rship dues and assessments			14	515.	<del></del>
	on savings and temporary cash investments			113	313.	
	ds and interest from securities tal income or (loss) from real estate	<del></del>				
	t-financed property					
	debt-financed property					
	al income or (loss) from personal property					
	nvestment income					
	(loss) from sales of assets other than inventory			18	1,182,834.	<del> </del>
9 Net inc	ome or (loss) from special events					
	profit or (loss) from sales of inventory					
_	evenue a					· · · · · · · · · · · · · · · · · · ·
e	<del></del>					
	al Add columns (b), (d), and (e)	,			1,183,349.	
Part XV Line No.	Add line 12, columns (b), (d), and (e)	ulations)  s to the Act  ty for whice	complishment of Ex	kempt Purp	ooses e) of Part XVI-A contribu	-
	accomplishment of the foundation	on's exemp	t purposes (other than	by providing	Julius for such purposes	s) (See instructions )
						<u> </u>
		·		·		<del></del>
						<del></del>
					<del>-</del>	
			···			
			<del></del>		· · · · · · · · · · · · · · · · · · ·	
	<del> </del>			<u> </u>		
			· —			
	1					

Form 9	90-PF (2	2011)	BEZOS FA	MILY	FOUNDATIC	N		91-207	3258	Pa	age <b>13</b>
Part	XVII	Information R Exempt Organ		ansfer	s To and Tr	ansacti	ons and Relationships V	Vith Non	chari		
1	Did the	e organization direct	ly or indirectly	engage	in any of the	following	with any other organization	described		Yes	No
							s) or in section 527, relating to				
		zations?	`		( )( )		,	- p			
	-	ers from the reportin	a foundation to	a nonc	haritable exem	not organi	zation of				
			_						1a(1)	х	
									1a(2)		X
	(2) Other assets						,_,	l	-		
			ncharitable exer	mpt orga	anization				1b(1)		_ X
ì	(2) Pui	rchases of assets fro	om a noncharita	ble exer	mpt organizatio	 n			1b(2)		Х
	(3) Re	ntal of facilities, equi	pment, or other	assets	pr organizatio	··· • • • •			1b(3)		х
ì	(4) Re	imbursement arrangi	ements						1b(4)		х
	(5) Loa	ans or loan quarantee	es						1b(5)		х
	(6) Per	rformance of service	s or membersh	or fu	ndraising solicit	tations			1b(6)	-	х
									1c		X
d i	If the	answer to any of th	ne above is "Ye	s" com	nlete the follo	awina scl	hedule Column (b) should al	wave ehow		fair m	
- ,	value d	of the goods, other	assets. or servi	ces aive	en by the repo	ortina fou	indation. If the foundation rec	eived less	than	fair m	arket
							e value of the goods, other a				
(a) Lın		(b) Amount involved			ible exempt organiz		(d) Description of transfers, transac				
1A		25,000.			<u>-</u>		CASH FOR WASHINGTO				
		•	VOTERS		<del></del>		EDUCATION REFORM P				-
	-+								•		
			-								
					· · · · ·		-				
							·				
	-										
(	describ	foundation directly oped in section 501(c)	of the Code (of				e or more tax-exempt organiz n section 527?	ations	Y	es X	No
		(a) Name of organization			(b) Type of orga	ınızatıon	(c) Descript	on of relations	ship		
					-						
								•			
					-						_
										_	
	Under	r penalties of penury, I decla	are that I have exami	ned this re	etum, including acco	mpanying sch	nedules and statements, and to the best of	of my knowledg	ge and b	elief, it	ıs true.
Sign		et, and complete Declaration of	preparer (other than to	axpayer) is t	based on all informati	on of which p	reparer has/any knowledge		•		
Here	<i>/</i>	11/14	300	/	2/91	12_	IZCE-PRESTATION		S discus		
1161/6	Sie	mature of officer or trustee	an ros		Date		11400 1403411(20)	with the or	eparer	sлоwn	nelow
_		or or madico	O								
		Print/Type preparer's	name	Preu	parer's signature						
Paid				1 7	/						

SEATTLE, WA

#### Schedule B

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

### **Schedule of Contributors**

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

OMB No 1545-0047

2011

Name of the organization			Employer identification number
BEZOS FAMILY FOUND	ATION		91-2073258
Organization type (check or	ne)		31 2010200
Filers of:	Section:		
Form 990 or 990-EZ	501(c)( ) (enter number) organization		
	4947(a)(1) nonexempt charitable trust <b>not</b> treated as a	private fou	indation
	527 political organization		
Form 990-PF	X 501(c)(3) exempt private foundation		
	4947(a)(1) nonexempt charitable trust treated as a private trust trust trust trust trust trust trust trus	vate founda	tion
	501(c)(3) taxable private foundation		
	s covered by the <b>General Rule</b> or a <b>Special Rule</b> . (7), (8), or (10) organization can check boxes for both the General I	Rule and a S	Special Rule See
General Rule			
	on filing Form 990, 990-EZ, or 990-PF that received, during the ye y one contributor. Complete Parts I and II	ear, \$5,000 (	or more (in money or
Special Rules			
under sections 50	(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 (9(a)(1) and 170(b)(1)(A)(vi) and received from any one contributo \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, and II.	or, during th	e year, a contribution of
during the year, to	(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that recotal contributions of more than \$1,000 for use exclusively for religionses, or the prevention of cruelty to children or animals. Complete	ous, charita	ble, scientific, literary,
during the year, connot total to more to year for an exclusion	(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that recontributions for use <i>exclusively</i> for religious, charitable, etc., purpo han \$1,000. If this box is checked, enter here the total contribution <i>vely</i> religious, charitable, etc., purpose. Do not complete any of the anization because it received nonexclusively religious, charitable, ear	ses, but the ns that wer e parts unle etc, contri	ese contributions did e received during the ss the <b>General Rule</b> butions of \$5,000 or
990-EZ, or 990-PF), but it m	at is not covered by the General Rule and/or the Special Rules do ust answer "No" on Part IV, line 2, of its Form 990; or check the to 0-PF, to certify that it does not meet the filing requirements of Sch	box on line l	of its Form 990-EZ or on
For Paperwork Reduction Act Not	ice, see the Instructions for Form 990, 990-EZ, or 990-PF	Schedule	B (Form 990, 990-EZ, or 990-PF) (2011)

Employer identification number 91-2073258

(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
1 _	JEFF BEZOS  505 FIFTH AVENUE SOUTH, SUITE 620  SEATTLE, WA 98104	\$ <u>940,538</u> .	Person X Payroll X Noncash X (Complete Part II if there is
			a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<b>-</b>		<b>\$</b>	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
		   \$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Traine, address, and En . 7	\$	Person Payroll Noncash  (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		<b>\$</b>	Person Payroll Noncash  (Complete Part II if there is a noncash contribution)

Employer identification number 91–2073258

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
1	4,971 SHARES OF AMAZON.COM INC		
		\$ 940,538.	11/21/2011
(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

Employer identification number

91-2073258

Part III	Exclusively religious, charitable, etc., that total more than \$1,000 for the year.	individual contributions ear. Complete columns (a	to section 5 a) through (e	01(c)(7), (8), or (10) organizations ) and the following line entry.				
	For organizations completing Part III, e contributions of \$1,000 or less for the	year. (Enter this information	<i>ly</i> religious, c tion once. Se	harıtable, etc., e ınstructions.) ▶\$				
	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 g	ft					
	Transferee's name, address, ar	d ZIP + 4	Relation	nship of transferor to transferee				
(a) No				<del></del>				
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held				
		(e) Transfer of gi	ift					
	Transferee's name, address, ar	id ZIP + 4	Relatio	nship of transferor to transferee				
			<del></del>					
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held				
			<del></del>					
		(e) Transfer of gi	ift					
	Transferee's name, address, ar	nd ZIP + 4	Relation	nship of transferor to transferee				
(a) No. from Part i	(b) Purpose of gift	(c) Use of gift	<u>.</u> .	(d) Description of how gift is held				
		<u> </u>	· · · · · · · · · · · · · · · · · · ·					
		(e) Transfer of g	ıft					
	Transferee's name, address, a	nd ZIP + 4	Relatio	nship of transferor to transferee				
	<u> </u>							

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of P	roperty	NS AND LOSSES FOR TAX ON INVEST  Description			P or	Date	Date sold	
Gross sale	Depreciation	Cost or	FMV	Adj basis	Excess of	P	acquired Gain	
price less expenses of sale	allowed/ allowable	other	as of	as of	FMV over adj basis		or (loss)	
ONDOLISES OF SAIC	allowable	basis	12/31/69	12/31/69	auj basis	H	(IOSS)	
		6,856 SHAR	ES OF AMAZOI	N.COM		D	VARIOUS	VARIOUS
			YPE: SECURI					
1,406,698.		89.				$\  \ $	1,406,609.	
						$\  \ $		
OTAL GAIN(‡	oss)	• • • • • • • • • • •	• • • • • • • • • • •	• • • • • • • • • • •	• • • • • • • •		1,406,609.	
						П		
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ATTACHMENT	1	

# FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
		<u>FER BOORS</u> 515.	
MERRILL LYNCH	MOMAT		·
	TOTAL	515.	<u> </u>

ATTACHMENT	2

### FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET INCOME	CHARITABLE PURPOSES	
PERKINS COIE, LLP		25,160.			25,160.	
	TOTALS	25,160.			25,160.	

### ATTACHMENT 3

# FORM 990PF, PART I - TAXES

REVENUE AND **EXPENSES** 

DESCRIPTION

PER BOOKS

WA STATE FILING FEES

25. 17,000.

FEDERAL TAXES

TOTALS

17,025.

ATTACHMENT	4	
VIIVCIIIITIII	-1	

# FORM 990PF, PART I - OTHER EXPENSES

	RE	EVENUE	
	F	AND	
	EXPE	CNSES	CHARITABLE
DESCRIPTION	PER	BOOKS	PURPOSES
MARKETING EXPENSE		104,265.	104,265.
BANK FEES		278.	
OTHER EXPENSE		222,616.	222,616.
SERVICE EXPENSE		294,525.	294,525.
	TOTALS	621,684.	621,406.

ATTA	CHMENT	5		

FORM 9	90PF.	PART	ΙI	_	CORPORATE	STOCK
--------	-------	------	----	---	-----------	-------

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
AMAZON COM, INC.	34,222,389.	34,222,389.
TOTALS	34,222,389.	34,222,389.

ATTACHMENT 6

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION AMOUNT

UNREALIZED GAIN/LOSS (AMZN STOCK) 1,364,151.

TOTAL 1,364,151.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 7

DIRECT PUBLIC

NAME AND ADDRESS

DATE

SUPPORT

ZEFRAM, LLC 11/

11/21/2011

940,538.

505 FIFTH AVENUE SOUTH, SUITE 620 SEATTLE, WA 98104

TOTAL CONTRIBUTION AMOUNTS

940,538.

ATTACHMENT 8

224

MERCER ISLAND, WA 98040

### FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	AND OTHER
MIGUEL A. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0	0
JACKLYN G. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0	0
CHRISTINA BEZOS POORE 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0	0
MARK S. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0	0
LISA BEZOS 7683 SOUTHEAST 27TH STREET	DIRECTOR	0	0	0

224

MERCER ISLAND, WA 98040

FORM 990F	F, PART	VIII -	LIST	OF	OFFICERS,	DIRECTORS,	AND	TRUSTEES

FORM 990PF, PART VIII - LIST OF	OFFICERS, DIRECTORS, AND TRUSTEES		ATTAC	CACHMENT 8 (CONT'D)		
NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES		
STEPHEN S. POORE 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0	0		
JEFFREY P. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0	0		
MACKENZIE T. BEZOS 7683 SOUTHEAST 27TH STREET	DIRECTOR	0	0	0		

GRAND TOTALS

#### STATEMENT ATTACHED TO FORM 990PF FOR Y/E 12/31/2011

#### BEZOS FAMILY FOUNDATION

CASH

Date of	Name of				Purpose of Grant	Value
Contribution	Recipient	Address	City, State, Zip	501(c)(3)?	or Contribution	of Contribution
1/19/2011	Education Reform Now	928 Broadway	New York, NY 10010	Yes	General Operating Support	\$15,000
	education Reform Now 92nd Street Y	1395 Lexington Avenue	New York, NY 10128	Yes	Poetry Center Schools Project	25,000
	St Augustine High School	3205 Varella Avenue	Saint Augustine, FL 32084	Yes	BSP School Award	1,000
	Miami Palmetto Senior High School	7460 SW 118 Street	Pinecrest, FL 33156	Yes	BSP School Award	1,000
	Freedom High School	17410 Commerce Park Boulevard	Tampa, FL 33647	Yes	BSP School Award	1,000
	City Honors School	186 East North Street	Buffalo, NY 14204	Yes	BSP School Award	1,000
	James Madison Memorial High School	201 S Gammon Road	Madison, WI 53717-1404	Yes	BSP School Award	1,000
	Architecture for Humanity	848 Folsom Suite 201	San Francisco, CA 94107-11		Students Rebuild Challenge Grant	15,068
	Uncommon Schools	c/o Rhf 826 Broadway, 9th Floor	New York, NY 10003	Yes	General Operating Support	20,000
	Social Venture Partners	1601 2nd Avenue	Seattle, WA 9801	Yes	SV Kids for Seattle Youth Summit	2,500
-,,	Seattle Music Partners	4533 Sunnyside Ave N	Seattle, WA 98103	Yes	General Operating Support	10,000
	Milford Central School	42 W Main Street	Milford, NY 13807	Yes	BSP School Award	1,000
	Columbia University	622 West 113th Street, Mail Code 4	New York, NY 10025	Yes	WSF Scholar Research Project	1,000
	DoSomething org	24-32 Union Square E 4th Floor	New York, NY 10003	Yes	Sponsorship	11,900
	Grantmakers For Education	720 SW Washington Street, STE 605	Portland, OR 97205	Yes	Annual Membership	250
	Nativity Prep	2755 55th Street	San Diego, CA 92105	Yes	Scholarships	10,000
	NBC Universal, Inc	30 Rockefeller Plaza	New York, NY 10112	No	Education Nation Sponsorship	375,000
8/17/2011 1	NBC Universal, Inc	30 Rockefeller Plaza	New York, NY 10112	No	Education Nation Sponsorship	125,000
7/14/2011 #	African Leadership Foundation	P O Box 7408	New York, NY 10150	Yes	Bezos Student Scholar	5,000
8/31/2011 5	Seattle Robotics Association	35180 NE Moss Creek	Carnation, WA 98014	Yes	General Operating Support	5,000
9/2/2011 (	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	Grant Support	26,578
8/2/2011 0	Global China Connection	116 E 55th Street	New York, NY 10022	Yes	BSP School Award	1,228
10/7/2011 0	Childcare Resources	1225 S Weller ST #300	Seattle, WA 98144	Yes	Sponsorship	625
12/7/2011 (	Uncommon Schools	c/o Rhf 826 Broadway, 9th Floor	New York, NY 10003	Yes	General Operating Support	30,000
12/12/2011	Patrick Henry High School	31437 Hilman Highway	Glade Spring, VA 24340	Yes	BSP School Award	1,000
12/12/2011	Helena High School	1300 Billings Avenue	Helena, MT 59601	Yes	BSP School Award	1,000
12/12/2011	Central High School	423 East Central Street	Springfield, MO 65802-3723	Yes	BSP School Award	1,000
12/12/2011	Presque Isle High School	16 Griffin Street	Presque Isle, ME 04769	Yes	BSP School Award	1,000
12/13/2011	Westchester Jewish Community Services	845 North Broadway	White Plains, NY 10603-240	Yes	Grant Support	30,000
	Seattle Music Partners	4533 Sunnyside Ave N	Seattle, WA 98103	Yes	General Operating Support	15,000
	Relay Graduate School of Education	40 West 20th Street, 6th Floor	New York, NY 10011	Yes	General Operating Support	40,000
	Cypress Creek High School	1101 Bear Crossing Drive	Orlando, FL 32824	Yes	BSP School Award	1,000
	Columbus Alternative High School	2632 McGuffey Road	Columbus, OH 43211	Yes	BSP School Award	1,000
	Benjamin Frankin High School	2001 Leon C Simon Drive	New Orleans, LA 70122	Yes	BSP School Award	1,000
	International School of the Americas	1400 Jackson Keller	San Antonio, TX 78213	Yes	BSP School Award	1,000
	North Star Parent Council Fund	600 Clinton Avenue	Newark, NJ 07108	Yes	BSP School Award	1,000
	African Leadership Academy	PO Box 7408	New York, NY 10150-7408	Yes	BSP School Award	1,000
12/16/2011	KIPP San Jose Collegiate	1790 Educational Park Drive	San Jose, CA 95133	Yes	BSP School Award	1,000
						\$781,148 44

SCHEDULE OF CHARITABLE DISTRIBUTIONS ATTACHMENT 9

#### STATEMENT ATTACHED TO FORM 990PF FOR Y/E 12/31/2011

#### BEZOS FAMILY FOUNDATION

NON-CASH

2.16/2011   Teach for American   135 Wars 15th Excest, The Floor   130 Wars 15th Excest   130 Wars 15th	Date of	Name of		T	T	Purpose of Grant	Fair Market Value	Book Value	
2119/2012   Teach for Americas   131 Was 1 Store   Teach   T			Address	City, State, Zip	501 (c) (3)			of Contribution	Description
2017/2013   Teach for Mexicas   215 was 26th Street, 'To Floor   New York, 'M' 10015   Vas   Development   100,048	2/16/2011	Teach for America	315 West 36th Street. 7th Floor	New York, NY 10018	Yes	General Support	339.459	113,742	1,804 Shares AMZN
20112601 Affices Loadership Foundation   F 0 Box 7008   New York, NY 103160   Yes   Challenge Start for Capital Empsign   139,994   174/2013   New Store   140,000								3,594	57 Shares AMZN
20   20   10   10   10   10   10   10			P O Box 7408	New York, NY 10150	Yes	Challenge Grant for Capital Campaign	139,994	52,962	840 Shares AMZN
2/22/2013   Home Steep Funds			P O Box 7408					1,198	19 Shares AMZN
### Annual Action (	3/24/2011	Next Step Fund						35,939	570 Shares AMZN
1711/2013 Is af Trancisco Flain Society   39 Meas Street, Suite 110   5an Francisco. Ch 30129   7an Francisco Flain Society   39 Meas Street, Suite 110   5an Francisco. Ch 30129   7an Francisco Flain Society   39 Meas Street, Suite 110   5an Francisco. Ch 30129   7an Francisco Flain Society   39 Meas Street, Suite 210   5an Francisco. Ch 30129   7an Francisco Flain Society   34 Meas Francisco Flain Society   39 Meas Street, Suite 201   5an Francisco. Ch 30129   7an Francisco Flain Screet   7an Francisc								1,261	20 Shares AMZN
5/12/2011   Architecture for Numanity   99 Mean Street, Suize 110   540,730201   Architecture for Rumanity   966 Folose Street, 575 201   540,730201   Architecture for Rumanity   966 Folose Street, 575 201   540,740201   Architecture for Rumanity   966 Folose Street, 575 201   540,740201   Architecture for Rumanity   966 Folose Street, 575 201   540,740201   Architecture for Rumanity   966 Folose Street, 575 201   540,740201   Architecture for Rumanity   966 Folose Street, 575 201   540,740201   Architecture for Rumanity   966 Folose Street, 575 201   540,740201   Architecture for Rumanity   967,740201								815,867	12,940 Shares AMZN 875 Shares AMZN
19/31/2013   Architecture for Homanity								44,904 1,313	33 Shares AM2N
### 1/4/2011 Architecture for Numanity ### 200 Morth Third Street ### 200 M								39,775	1,000 Shares AMZN
49/1201   Architecture for Humanity								14,717	370 Shares AMZN
Approx   A								676	17 Shares AMZN
## Vort., NY 10013   Yes   General Support   399,066   1/12011   Calcular North Street   1/12011   Calcular								477	12 Shares AMZN
### Comparis Support   2.046  ### Co				New York, NY 10013	Yes		398,066	85,914	2,160 Shares AMZN
1.22   1.22			381 Broadway, 4th Floor	New York, NY 10013	Yes	General Support		438	11 Shares AMZN
1,495,142   1,49	6/27/2011	Teach for All						99,438	2,500 Shares AMZN
7/2/2011 Architecture for Rumanity								875	22 Shares AMZN
### Spring Service State   Ser								287,374	7,225 Shares AMZN
### 5/2/2011 University of Washington								915 143,190	23 Shares AMZN 3,600 Shares AMZN
### Strate								71,595	1,800 Shares AMZN
### POTTING Bay Building, Box 157989 ###/2011 Appen Institute 1000 North Third Street ### Polems Street, STE 201 ### Polems Stree								32,814	825 Shares AMZN
### Apanc. O 81611								21,876	550 Shares AMZN
848   Folson Street, STE 201   San Francisco, CA 94107   Yes   Community Builders - Students Rebuild   54,215   84/3/2011 Anchitecture for Humanity   848   Folson Street, STE 201   San Francisco, CA 94107   Yes   Students Rebuild   Balt Challenge Grant   18,075   84/3/2011 Anchitecture for Humanity   848   Folson Street, STE 201   San Francisco, CA 94107   Yes   Students Rebuild   Balt Challenge Grant   18,075   84/3/2011 Anchitecture for Humanity   848   Folson Street, STE 201   San Francisco, CA 94107   Yes   Students Rebuild   Balt Challenge Grant   18,075   84/3/2011 Anchitecture for Humanity   848   Folson Street, STE 201   San Francisco, CA 94107   Yes   Students Rebuild   Balt Challenge Grant   18,075   84/3/2011 Anchitecture for Humanity   848   Folson Street, STE 201   San Francisco, CA 94107   Yes   Students Rebuild   San Francisco, CA 94107   Yes								10,811	475 Shares AMZN
### ### ### ### ### ### ### ### ### ##								4,723	250 Shares AMZN
5/3/2011 University of Washington			Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes			2,437	129 Shares AMZN
8/3/2011 Answersarty of Washington   Portage Bay Bullding, Box 357984   Ref								1,625	86 Shares AMZN
3/3/2011 Aschitecture for Humanity								982	52 Shares AMZN
### Pollom Street, STE 201  ### Syt/2011 Architecture for Humanity  ### Syt/2011 San Francisco Film Society  ### Syt/2013 San Francisco Film Society  ### Syt/2013 Francisco Film So								869	46 Shares AMZN
9/6/2011   San Francisco   Falls Society   9   Heas Street, 5ute 10   San Francisco   Sattle, Wa 9801   Yes   Sattle, Wa 9800   Yes   Sattle, Wa 9801   Yes   Sattle, Wa 9800   Yes   Sattle, Wa 980								642 529	34 Shares AMZN 28 Shares AMZN
9/6/2011 San Francisco Film Society 9/6/2011 San Francisco C As 94129 Yes 9/6/2011 Sacotal Venture Partners 1601 2nd Avenue 1100 2nd Avenue 9/7/2011 Teach for America 115 West 36th Street, 7th Floor 1120 New York, NY 10018 Yes 9/21/2011 Better Angel's Society/WETA 120 Sin Street 120 Sin Avenue 121 Sin Ave								4,798	254 Shares AMZN
9/6/2011 Social Venture Partners 1601 2nd Avenue 9/12/2011 Mathcounts Foundation 9/21/2011 Mathcounts Foundation 9/22/2011 MIPP Foundation 9/22/2011 MIPP Foundation 9/22/2011 MIPP Foundation 9/22/2011 Mathcounts Foundation 9/23/2011 Mathcounts Foundation								20.345	1.077 Shares AMZN
9/71/2011 Machocunts Foundation 1420 King Street 1420 Kin								3,608	191 Shares AMZN
9/21/2011 Mathcounts Foundation 1420 King Street 3993 Campbell Avenue 39					Yes			151	8 Shares AMZN
9/21/2011 Better Angel's Society/META 3939 Campbell Avenue 91/22/2011 KIPF Foundation 520 8th Avenue, Suite 2005 New York, NY 10018 Yes Fix the Planet Program 96, 273 972/2011 KIPF Foundation 1420 King Street 1					Yes			9,256	490 Shares AMZN
9/22/2011 KTPP Foundation 9/22/2011 Mathcounts Foundation 9/23/2011 Mathcounts Foundation 9/23/2011 Mathcounts Foundation 9/23/2011 Mathcounts Foundation 9/23/2011 League of Education Voters Foundation 9/23/2011 Stand for Children Leadership Center 9/23/2011 Stand for Children Leadership Center 9/23/2011 Stand for Children Leadership Center 9/28/2011 Lea Next Step Fund 9/28/2011 Leave Next Step Fund 9/28/2011 Stand for Children Leadership Center 9/28/2011 Leave Next Step Fund 11/6/2011 Ravrard University 11/5/2011 Ravrard University 11/5/2011 Ravrard University 11/23/2011 Architecture for Humanity 848 Folsom Street, STE 201 11/23/2011 Architecture for Humanity 848 Folsom Street, STE 201 11/23/2011 Architecture for Humanity 848 Folsom Street, STE 201 11/24/2011 The Washington STEM Center 11/24/2011 The Washington STEM Center 12/24/2011 The Was			3939 Campbell Avenue	Arlington, VA 22206	Yes	Mobile Classroom/Digital Library Proj	249,149	19,929	1,055 Shares AMZN
9/23/2011   Mathcounts Foundation   1420 King Street   Alexandria, VA 22314-2750   Yes   General Support   4,435     9/23/2011   League of Education Voters Foundation   90 Box 1727   Seatile, WA 99103   Yes   Fix the Planet Program   3,770     9/23/2011   League of Education Voters Foundation   90 Box 1727   Seatile, WA 99103   Yes   Fix the Planet Program   3,770     9/23/2011   League of Education Voters Foundation   90 Box 1727   Seatile, WA 99103   Yes   Fix the Planet Program   3,770     9/23/2011   League of Education Voters Foundation   90 Box 1727   Seatile, WA 99103   Yes   Seatile, WA 99101   Yes	9/22/2011	KIPP Foundation						8,123	430 Shares AMZN
9/23/2011 League of Education Voters Foundation 9/23/2011 League of Education Voters Foundation 9/23/2011 Stand for Children Leadership Center 5/62 More and the Stand for Children Leadership Center 5/62 More and the Stand for Children Leadership Center 5/62 More and the Stand for Children Leadership Center 5/62 More and the Stand for Children Leadership Center 5/62 More and the Stand for Children Leadership Center 5/62 More and the Stand for Children Leadership Center 5/62 More and the Stand for Children Leadership Center 5/62 More and the Stand for Children Leadership Center 5/62 More and the Stand for Children Leadership Center 5/63 More and the Stand for Children Leadership Center 5/63 More and the Stand for Children Leadership Center 5/64 More and the Stand for Children Leadership Center 5/65 More and the Stand for Child								76	4 Shares AMZN
9/23/2011 League of Education Voters Foundation 9/23/2011 Moodland Park Zoo 601 N 59th Street 516 SE Morison Street, Suite 420 9/27/2011 Stand for Children Leadership Center 516 SE Morison Street, Suite 420 Portland, OR 97214 Yes General Support 58, 285 9/27/2011 League of Education Voters Foundation 9/28/2011 Stand for Children Leadership Center 516 SE Morison Street, Suite 420 Portland, OR 97214 Yes General Support 1, 846 9/28/2011 Stand for Children Leadership Center 516 SE Morison Street, Suite 420 Portland, OR 97214 Yes General Support 1, 846 9/28/2011 Lee Next Step Fund PO Box 4059 Houston, TX 77210 Yes FLO Program 95,748 9/30/2011 Lee Next Step Fund PO Box 4059 Houston, TX 77210 Yes FLO Program 4, 382 11/9/2011 Aspen Institute 1000 North Third Street Aspen, CO 81611 Yes Bezos Scholars Program 77, 134 11/9/2011 Aspen Institute 1000 North Third Street Aspen, CO 81611 Yes Bezos Scholars Program 4, 689 11/15/2011 Ravrad University 1003 Massachusetts Ave, STE 3 Glewood Springs, CO 81602 Yes Program Support 22, 739 11/16/2011 Ravrad University 11/16/2011 Architecture for Humanity 848 Folsom Street, STE 201 San Francisco, CA 94107 Yes Students Rebuild Japan 195, 069 11/23/2011 Architecture for Humanity 848 Folsom Street, STE 201 San Francisco, CA 94107 Yes Students Rebuild Japan 195, 069 12/5/2011 Reach Out and Read, Inc 56 Roland Street, Suite 1000 New York, NY 10018 Yes General Support 2, 26 200 Yes Program Support 3, 426 12/5/2011 Reach Out and Read, Inc 56 Roland Street, Suite 1000 North Third Street Aspen, CO 81002 Yes Program Support 9, 46 60 11/23/2011 Reach Out and Read, Inc 56 Roland Street, Suite 1000 North Third Street Aspen, CO 81002 Yes Students Rebuild Japan 195, 069 12/5/2011 Reach Out and Read, Inc 56 Roland Street, Suite 1000 North Third Street Aspen, CO 81002 Yes Program Support 9, 46 60 11/26/2011 Reach Out and Read, Inc 56 Roland Street, Suite 1000 North Third Street Aspen, CO 81002 Yes Program Support 9, 46 60 11/26/2011 Reach Out and Read, Inc 56 Roland Street, Suite 1000 North Third Stree								378	20 Shares AMZN
9/23/2011   Stand for Children Leadership Center   516 SE Morrison Street, Suite 420   Portland, OR 97214   Yes   General Support   58,285   9/27/2011   Leaque of Education Voters Foundation   PO Box 1727   Seattle, WA 98111   Yes   WA Education Reform   4,800   9/28/2011   Stand for Children Leadership Center   516 SE Morrison Street, Suite 420   Portland, OR 97214   Yes   General Support   4,800   9/28/2011   Lee Next Step Fund   PO Box 4059   Houston, TX 77210   Yes   FLO Program   9,748   Portland, OR 97214   Yes   General Support   1,946   Portland, OR 97214   Yes   FLO Program   4,800   Portland, OR 97214   Yes   Program Support   727,938   Program Supp								321 8,973	17 Shares AMZN 475 Shares AMZN
9/27/2011 Leaque of Education Voters Foundation PO Box 1727 seattle, Wa 98111 Yes Seattl								6,404	339 Shares AMZN
9/27/2011 League of Education Voters Foundation PO Box 1727 Seattle, WA 98111 Yes WA Education Reform 4,800 9/28/2011 Stand for Children Leadership Center 516 5E Morrison Street, Suite 420 Portland, OR 97214 Yes General Support 1,846 9/29/2011 Lee Next Step Fund PO Box 4059 Houston, TX 77210 Yes FLO Program 95,748 9/30/2011 Lee Next Step Fund PO Box 4059 Houston, TX 77210 Yes FLO Program 4,382 11/8/2011 Aspen Institute 1000 North Third Street Aspen, CO 81611 Yes Bezos Scholars Program 77,134 11/9/2011 Aspen Institute 1000 North Third Street Aspen, CO 81611 Yes Bezos Scholars Program 77,134 11/5/2011 Roaring Fork Valley Early Learning Fund 11/16/2011 Harvard University 1033 Massachusetts Ave, STE 3 Clambridge, MA 02138 Yes Program Support 727,938 11/16/2011 Roaring Fork Valley Early Learning Fund 11/25/2011 Architecture for Humanity 846 Folsom Street, STE 201 San Francisco, CA 94107 Yes Students Rebuild Japan 195,069 11/25/2011 The Washington STEM Center 210 S Hudson Street STE 201 San Francisco, CA 94107 Yes Students Rebuild Japan 195,069 11/26/2011 Tach for America 315 West 36th Street, Trh Floor 12/6/2011 Tach for America 315 West 36th Street, Trh Floor 12/6/2011 Tach for America 315 West 36th Street, Trh Floor 12/6/2011 Tach Gamerica 1315 West 36th Street, Trh Floor 12/6/2011 Tach Gamerica 1315 West 36th Street, Suite 1000 Pack Control First 200 Bedford Street 800 Bedford Street 910 Bedford Street 912/8 70011 Thirve By Five 9128 Third Avenue, 8th Floor 920 Bedford Street 912/9/2011 Thirve By Five 9128 Third Avenue, 8th Floor 920 Bedford Street 912/9/2011 Thirve By Five 9128 Third Avenue, 8th Floor 920 Bedford Street 912/9/2011 Thirve By Five 9128 Third Avenue, 8th Floor 920 Bedford Street 912/9/2011 Thirve By Five 9128 Third Avenue, 8th Floor 920 Bedford Street 912/9/2011 Thirve By Five 9128 Third Avenue, 8th Floor 920 Bedford Street 912/9/								4,817	255 Shares AMZN
9/28/2011 Stand for Children Leadership Center 516 SE Morrison Street, Suite 420 Portland, OR 97214 Yes General Support 9/28/2011 Lee Next Step Fund PO Box 4059 Houston, TX 77210 Yes FLO Program 95,748 9/30/2011 Lee Next Step Fund PO Box 4059 Houston, TX 77210 Yes FLO Program 4,382 11/8/2011 Aspen Institute 1000 North Third Street Aspen, CO 81611 Yes Bezos Scholars Program 4,689 11/15/2011 Harvard University 1033 Massachusetts Ave, STE 3 Cambridge, NA 02138 Yes Program Support 27,938 11/15/2011 Roaring Fork Valley Early Learning Fund 11/23/2011 Roaring Fork Valley Early Learning Fund 11/23/2011 Architecture for Humanity 846 Folsom Street, STE 201 San Francisco, CA 94107 Yes Students Rebuild Japan 195,069 11/23/2011 The Washington STEM Center 210 St Massachusetts Ave, STE 201 San Francisco, CA 94107 Yes Students Rebuild Japan 195,069 11/25/2011 Teach for America 315 West 36th Street, 7th Floor 12/6/2011 Teach Out and Read, Inc 56 Roland Street, Suite 1000 Boston, MA 02129-1243 Yes Program Support 47,607 12/6/2011 Flash Center 210 St Midson Street Seattle, WA 98134 Yes Program Support 47,607 12/6/2011 The Washington STEM Center 210 St Midson Street Seattle, WA 98134 Yes Program Support 47,607 12/6/2011 Teach for America 315 West 36th Street, 7th Floor New York, NY 10018 Yes Growth Fund 13,207 12/6/2011 Teach Content 210 St Midson Street Seattle, WA 98134 Yes Program Support 3,466 12/6/2011 The Washington STEM Center 210 St Midson Street Seattle, WA 98134 Yes Program Support 47,607 12/6/2011 The Washington STEM Center 210 St Midson Street Seattle, WA 98101 Yes General Support 2,719 12/6/2011 First 200 Bedford Street Manchester, NH 03101 Yes General Support 2,666 12/9/2011 Thrive By Five 1218 Third Avenue, 8th Floor Seattle, WA 98101 Yes Love, Talk, Play Campaign 1,721								397	21 Shares AMZN
9/2/2011 Lee Next Step Fund PO Box 4059 Houston, TX 77210 Yes FLO Program 95,748 9/30/2011 Lee Next Step Fund PO Box 4059 Houston, TX 77210 Yes FLO Program 4,382 11/8/2011 Aspen Institute 1000 North Third Street Aspen, CO 81611 Yes Bezos Scholars Program 77,134 11/9/2011 Aspen Institute 1000 North Third Street Aspen, CO 81611 Yes Bezos Scholars Program 4,689 11/15/2011 Rarvard University 1033 Massachusetts Ave, STE 3 Cambridge, MA 02138 Yes Program Support 21,730 11/16/2011 Rarvard University 1033 Massachusetts Ave, STE 3 Clenwood Springs, CO 81602 Yes Program Support 22,052 11/16/2011 Architecture for Humanity 848 Folsom Street, STE 201 San Francisco, CA 94107 Yes Students Rebuild Japan 195,069 11/25/2011 Architecture for Humanity 848 Folsom Street, STE 201 San Francisco, CA 94107 Yes Students Rebuild Japan 195,069 12/5/2011 Tach for America 315 West 36th Street, Th Floor 12/6/2011 Reach for America 315 West 36th Street, Th Floor 12/6/2011 Tach for America 315 West 36th Street, Th Floor 12/6/2011 The Washington STEM Center 200 Bedford Street Stute 1000 12/6/2011 The Washington STEM Center 210 Seldord Street Stute 1000 12/6/2011 The Washington STEM Center 210 Seldord Street Stute 1000 12/6/2011 The Washington STEM Center 210 Seldord Street Stute 1000 12/6/2011 The Washington STEM Center 210 Seldord Street Stute 1000 12/6/2011 The Washington STEM Center 210 Seldord Street Seldord								151	8 Shares AMZN
11/6/2011 Aspen Institute   1000 North Third Street   Aspen, CO 81611   Yes   Bezos Scholars Program   77,134     1/9/2011 Aspen Institute   1000 North Third Street   Aspen, CO 81611   Yes   Bezos Scholars Program   4,689     1/15/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   3,426     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   3,426     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   4,607     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   74,607     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02129-1243   Yes   Program Support   74,607     1/16/2011 Rarvard University   1033 Massachusetts Ave, STE 3   Cambridge, MA 02129-1243   Yes   Program Support   74,607     1/16/2011 R				Houston, TX 77210	Yes	FLO Program	95,748	8,028	425 Shares AMZN
1/9/2011 Aspen Institute	9/30/2011	Lee Next Step Fund	PO Box 4059	Houston, TX 77210				378	20 Shares AMZN
11/15/2011   Harvard University   1033   Massachusetts   Ave.   STE   3   Cambridge,   MA   O2138   Yes   Program Support   1727, 938								6,706	355 Shares AM2N
11/15/2011 Roaring Fork Valley Early Learning Fund   10/33 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052   11/16/2011 Roaring Fork Valley Early Learning Fund   10/33 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052   11/16/2011 Roaring Fork Valley Early Learning Fund   10/33 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   22,052   11/16/2011 Roaring Fork Valley Early Learning Fund   10/33 Massachusetts Ave, STE 3   Cambridge, MA 02138   Yes   Program Support   3,426   11/16/2011 Architecture for Humanity   848 Folsom Street, STE 201   San Francisco, CA 94107   Yes   Students Rebuild Japan   195,069   11/16/2011 The Washington STEM Center   210 S Hudson Street   Seattle, WA 98134   Yes   Program Support   47,381   Yes   Program Support   47,460   Yes   Yes   Program Support   47,381   Yes   Program Support   47,460   Yes								416	22 Shares AMZN
11/16/2011 Harvard University								63,282	3,350 Shares AMZN
11/16/2011 Roaring Fork Valley Early Learning Fund   PO Box 2533   San Francisco, CA 94107   Yes   Students Rebuild Japan   195,069     11/25/2011 Architecture for Humanity   848 Folsom Street, STE 201   San Francisco, CA 94107   Yes   Students Rebuild Japan   5,027     12/2/2011 The Washington STEM Center   210 S Hudson Street   Seattle, WA 98134   Yes   Students Rebuild Japan   5,027     12/5/2011 Teach for America   315 West 36th Street, 7th Floor   New York, NY 10018   Yes   Growth Fund   486,911     12/5/2011 Teach for America   315 West 36th Street, 7th Floor   New York, NY 10018   Yes   Growth Fund   13,207     12/6/2011 Teach for America   315 West 36th Street, 7th Floor   New York, NY 10018   Yes   Growth Fund   13,207     12/6/2011 Teach for America   315 West 36th Street, 7th Floor   New York, NY 10018   Yes   Growth Fund   13,207     12/6/2011 Teach for America   315 West 36th Street, Suite 100D   Boston, MA 02129-1243   Yes   Program Support   3,496     12/6/2011 Teach Out and Read, Inc   56 Roland Street, Suite 100D   Boston, MA 02129-1243   Yes   Program Support   3,496     12/6/2011 The Washington STEM Center   210 S Hudson Street   Seattle, WA 98134   Yes   Program Support   2,719     12/6/2011 Thirve By Five   218 Third Avenue, 8th Floor   Seattle, WA 98101   Yes   General Support   2,868     12/9/2011 Thirve By Five   1218 Third Avenue, 8th Floor   Seattle, WA 98101   Yes   Love, Talk, Play Campaign   1,721     12/9/2011 Thirve By Five   1218 Third Avenue, 8th Floor   Seattle, WA 98101   Yes   Love, Talk, Play Campaign   1,721     12/9/2011 Thirve By Five   1218 Third Avenue, 8th Floor   Seattle, WA 98101   Yes   Love, Talk, Play Campaign   1,721     12/9/2011 Thirve By Five   1218 Third Avenue, 8th Floor   Seattle, WA 98101   Yes   Love, Talk, Play Campaign   1,721     12/9/2011 Thirve By Five   1218 Third Avenue, 8th Floor   Seattle, WA 98101   Yes   Love, Talk, Play Campaign   1,721     12/9/2011 Thirve By Five   12/9/2011 Thirve By Five   12/9/2011 Thirve By Five   12/9/2011 Thirve By F								1,889 1,946	100 Shares AMZN 103 Shares AMZN
11/23/2011 Architecture for Humanity       848 Folsom Street, STE 201       San Francisco, CA 94107       Yes       Students Rebuild Japan       195,069         12/2/2011 The Washington STEM Center       210 S Hudson Street       Seattle, WA 98134       Yes       Students Rebuild Japan       5,027         12/5/2011 Teach for America       315 West 36th Street, 7th Floor       New York, NY 10018       Yes       Growth Fund       486,911         12/5/2011 Teach for America       315 West 36th Street, 7th Floor       New York, NY 10018       Yes       Growth Fund       486,911         12/6/2011 Teach for America       315 West 36th Street, 7th Floor       New York, NY 10018       Yes       Growth Fund       13,207         12/6/2011 Teach for America       315 West 36th Street, 7th Floor       New York, NY 10018       Yes       Growth Fund       13,207         12/6/2011 Teach for America       315 West 36th Street, 7th Floor       New York, NY 10018       Yes       Growth Fund       13,207         12/6/2011 Teach for America       315 West 36th Street, 7th Floor       New York, NY 10018       Yes       Growth Fund       13,207         12/6/2011 Teach for America       56 Roland Street, Suite 100D       Boston, MA 02129-1243       Yes       Program Support       2,719         12/6/2011 First       200 Bedford Street       Manchester, NH 0310								302	103 Shares AMZN 16 Shares AMZN
11/25/2011 Architecture for Humanity         848 Folsom Street, STE 201         Sam Francisco, CA 94107         Yes         Students Rebuild Japan         5,027           12/2/2011 The Washington STEM Center         210 S Hudson Street         Seattle, WA 98134         Yes         Program Support         47,381           12/5/2011 Teach for America         315 West 36th Street, 7th Floor         New York, NY 10018         Yes         Growth Fund         486,911           12/6/2011 Teach for America         315 West 36th Street, 7th Floor         New York, NY 10018         Yes         Growth Fund         13,207           12/6/2011 Teach for America         315 West 36th Street, 7th Floor         New York, NY 10018         Yes         Growth Fund         13,207           12/6/2011 The Washington STEM Center         210 S Hudson Street         Seattle, WA 98134         Yes         Program Support         3,496           12/8/2011 The Washington STEM Center         210 S Hudson Street         Seattle, WA 98134         Yes         Program Support         2,719           12/8/2011 Thrive By Five         1218 Third Avenue, 8th Floor         Seattle, WA 98101         Yes         General Support         110,001           12/9/2011 Thrive By Five         1218 Third Avenue, 8th Floor         Seattle, WA 98101         Yes         Love, Talk, Play Campaign         1,721								192,989	1,020 Shares AMZN
12/2/2011 The Washington STEM Center   210 S Hudson Street   Seattle, WA 98134   Yes   Program Support   47,381							5.027	5,109	27 Shares AMZN
12/5/2011 Teach for America   315 West 36th Street, 7th Floor   New York, NY 10018   Yes   Growth Fund   486,911					Yes			45,409	240 Shares AMZN
12/6/2011 Teach for America     315 West 36th Street, 7th Floor     New York, NY 10018     Yes     Growth Fund     13,207       12/6/2011 Reach Out and Read, Inc     56 Roland Street, Suite 100D     Boston, MA 02129-1243     Yes     Program Support     3,496       12/6/2011 The Washington STEM Center     210 S Hudson Street     Seattle, WA 98134     Yes     Program Support     2,719       12/8/2011 Thrive By Five     200 Bedford Street     Manchester, NH 03101     Yes     General Support     110,001       12/9/2011 FIRST     200 Bedford Street     Manchester, NH 03101     Yes     Love, Talk, Play Campaign     98,422       12/9/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes     General Support     2,868       12/9/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes     Love, Talk, Play Campaign     1,721	12/5/2011	Teach for America						469,228	2,480 Shares AMZN
12/6/2011 Reach Out and Read, Inc     56 Roland Street, Suite 100D     Boston, MA 02129-1243     Yes     Program Support     3,496       12/6/2011 The Washington STEM Center     210 S Hudson Street     Seattle, WA 98134     Yes     Program Support     2,719       12/8/2011 FIRST     200 Bedford Street     Manchester, NH 03101     Yes     General Support     110,001       12/9/2011 FIRST     200 Bedford Street     Manchester, NH 03101     Yes     Love, Talk, Play Campaign     98,422       12/9/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes     General Support     2,868       12/9/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes     Love, Talk, Play Campaign     1,721								71,898	380 Shares AMZN
12/6/2011 The Washington STEM Center     210 S Hudson Street     Seattle, WA 98134     Yes     Program Support     2,719       12/8/2011 FIRST     200 Bedford Street     Manchester, NH 03101     Yes     General Support     110,001       12/9/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes     Love, Talk, Play Campaign     98,422       12/9/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes     General Support     2,868       12/9/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes     Love, Talk, Play Campaign     1,721				New York, NY 10018				12,866	68 Shares AMZN
12/8/2011 FIRST     200 Bedford Street     Manchester, NH 03101     Yes General Support     110,001       12/8/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes Love, Talk, Play Campaign     98,422       12/9/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes General Support     12,668       12/9/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes Gove, Talk, Play Campaign     1,721								3,406	18 Shares AMZN
12/8/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes     Love, Talk, Play Campaign     98,422       12/9/2011 FIRST     200 Bedford Street     Manchester, NH 03101     Yes     General Support     2,868       12/9/2011 Thrive By Five     1218 Third Avenue, 8th Floor     Seattle, WA 98101     Yes     Love, Talk, Play Campaign     1,721						rrogram Support		2,649	14 Shares AMZN
12/9/2011 FIRST         200 Bedford Street         Manchester, NH 03101         Yes General Support         2,868           12/9/2011 Thrive By Five         1218 Third Avenue, 8th Floor         Seattle, WA 98101         Yes Love, Talk, Play Campaign         1,721								107,847 35,862	570 Shares AMZN 510 Shares AMZN
12/9/2011 Thrive By Five 1218 Third Avenue, 8th Floor Seattle, WA 98101 Yes Love, Talk, Play Campaign 1,721								35,862 283	15 Shares AMZN
								283 170	9 Shares AMZN
\$10,552,594 \$3,	.2/3/2011			,		,, teny wampergo	-,	.,,	
<del></del>							\$10,552,594	\$3,011,858	
OTAL CHARITABLE DISTRIBUTIONS 11,333,743	TAL CHARITA	ABLE DISTRIBUTIONS					11,333,743		

SCHEDULE OF CHARITABLE DISTRIBUTIONS

#### **SCHEDULE D** (Form 1041)

**Capital Gains and Losses** 

Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for

OMB No 1545-0092

Department of the Treasury Internal Revenue Service Name of estate or trust

BEZOS FAMILY FOUNDATION

Employer identification number

91-2073258

	e: Form 5227 filers need to complete <b>only</b> Pa						
Pa	rt   Short-Term Capital Gains and Lo	sses - Assets	Held One Ye	ar or Less			
	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, уг)	(d) Sales price	(e) Cost or other ba		(f) Gain or (loss) for the entire year Subtract (e) from (d)
1 a							
							···
b	Enter the short-term gain or (loss), if any, f	rom Schedule D	-1 line 1b			1b	
_	Zines the enert term geni or (1000), ii dry, i	rom Conodale D	1, 1110 10				
2	Short-term capital gain or (loss) from Form	ns 4684, 6252,	6781, and 882	4		2	
•	Not about form gain or (loca) from partners	hina Caarnara	tions and other			3	
3 4	Net short-term gain or (loss) from partners Short-term capital loss carryover. Enter					3	
•	Carryover Worksheet		-		,	4 (	<b>(</b>
5	Net short-term gain or (loss). Combine column (3) on the back	lines 1a throug	gh 4 in colum 	n (f) Enter here ar	nd on line 13,	5	
Pa	tt    Long-Term Capital Gains and Lo	sses - Assets	Held More T	han One Year			(0.0
	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other ba		(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a							
				-			
			<del>                                     </del>				
b	Enter the long-term gain or (loss), if any, fr	om Schedule D-	1, line 6b			6b	1,406,609.
7	Long-term capital gain or (loss) from Form	ns 2439, 4684,	6252, 6781, ar	nd 8824		7	
8	Net long-term gain or (loss) from partnersl	hips, S corporat	ons, and other	estates or trusts		8	
	( , , , , , , , , , , , , , , , , , , ,	, , , , , , , , , , , , , , , , , , ,		•			
9	Capital gain distributions					9	
10	Gain from Form 4797, Part I					10	
11	Long-term capital loss carryover Enter	the amount, if	any, from lin	ne 14 of the 2010	Capital Loss	+	
	Carryover Worksheet					11 (	()
12	Net long-term gain or (loss). Combine li	nes 6a through	n 11 in columi	n (f) Enter here and	d on line 14a,	4.5	1 406 600
Ear I	column (3) on the back					12	1,406,609.

	_				
chedule	D	(Form	1041)	2011	

Page 2

Pai	rt III Summary of Parts I and II		(1) Beneficiaries'	(2) Estate's	(3) Total
	Caution: Read the instructions before completing this		(see instr)	or trust's	(3) Total
13	Net short-term gain or (loss)	13			
14	Net long-term gain or (loss):				1 406 600
a	Total for year	14a			1,406,609.
	Unrecaptured section 1250 gain (see line 18 of the wrksht.)		<del>-</del> -		
15	: 28% rate gain	15			1,406,609.
	e: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4		m 000-T Part I lina A	) If lines 142 and	<del></del>
gains	s, go to Part V, and <b>do not</b> complete Part IV If line 15, column (3), is a net loss, c	complete	e Part IV and the <b>Capit</b>	al Loss Carryover Wo	orksheet, as necessary
	rt IV Capital Loss Limitation				
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T,	Part I, II	ne 4c. if a trust), the s	maller of	
а					(
Note	The loss on line 15, column (3) or b \$3,000  e: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page	ge 1, im	e 22 (or Form 990-T, I	ine 34), is a loss, co	mplete the Capital Loss
خصمت	yover Worksheet in the instructions to figure your capital loss carryover	•			
	rt V Tax Computation Using Maximum Capital Gains Rate m 1041 filers. Complete this part only if both lines 14a and 15 in coli		) oro going or on or	mount is entered i	on Dort Lor Dort II and
	re is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is mo			nount is entered i	n Part i or Part ii and
	tion: Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the				
• E	Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or				
	Soth Form 1041, line 2b(1), and Form 4952, line 4g are more than zero				
	m 990-T trusts. Complete this part only if both lines 14a and 15 are				
	orm 990-T, <b>and</b> Form 990-T, line 34, is more than zero Skip this part a ther line 14b, col. (2) or line 14c, col. (2) is more than zero	and co	mplete the <b>Schedul</b>	e D Tax Workshe	et in the instructions
17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line	34) .	17		
18	Enter the smaller of line 14a or 15 in column (2)				
40	but not less than zero 18				
19	Enter the estate's or trust's qualified dividends				
	from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)				
20	Add lines 18 and 19		<del>- </del>		
21	If the estate or trust is filing Form 4952, enter the				
	amount from line 4g, otherwise, enter -0 ▶ 21				
22	Subtract line 21 from line 20 If zero or less, enter -0-		22		
23	Subtract line 22 from line 17 If zero or less, enter -0-		23		
24	Enter the smaller of the amount on line 17 or \$2,300		24		
25	Is the amount on line 23 equal to or more than the amount on line 2	4?			
	Yes. Skip lines 25 and 26; go to line 27 and check the "No" box	X			
	No. Enter the amount from line 23				
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same?				
	Yes. Skip lines 27 thru 30, go to line 31 No. Enter the smaller of line 17 or l	ine 22	27		
	Fotosther are at Constant Confidence Of the Office Of the black and a Office Of				
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
	Cubbrat has 20 from his 27		20		
29	Subtract line 28 from line 27			30	
30 31	Multiply line 29 by 15% (15)			· · · · · · <del></del>	<del></del>
JI	(see the Schedule Ginstructions in the instructions for Form 1041).				
	(000 the Schoolin of Matherial III the matherials for 1 offit 1041)	• • •		• • • • • • • • • • • • • • • • • • • •	
32	Add lines 30 and 31			32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Ra			· · · · · · <del></del>	
-	(see the Schedule Ginstructions in the instructions for Form 1041)				
34	Tax on all taxable income. Enter the smaller of line 32 or line 33				
	G, line 1a (or Form 990-T, line 36)			34	

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year  (a) Description of property (Example 100 sh 7% preferred of "Z" Co)  (b) Date acquired (mo.day, yr)  (d) Sales pnce (e) Cost (see in 6,856 SHARES OF AMAZON.COM VARIOUS  VARIOUS  1,406,698.		
100 sh 7% preferred of "Z" Co )  acquired (mo , day, yr )  (mo , day, yr )  (d) Sales price (see in		
	or other basis instructions)	(f) Gain or (loss) Subtract (e) from (d)
	89.	1,406,609
	-	<u> </u>
		<del></del> -
		<u></u>
		<del> </del>
		<del></del>
	-	
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b		

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side