



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

BEZOS FAMILY FOUNDATION

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

7683 SOUTHEAST 27TH STREET #224

City or town, state, and ZIP code

MERCER ISLAND, WA 98040

A Employer identification number

91-2073258

B Telephone number (see page 10 of the instructions)

() -

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual
16) \$ 37,816,724. ☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**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) (see page 11 of the instructions))

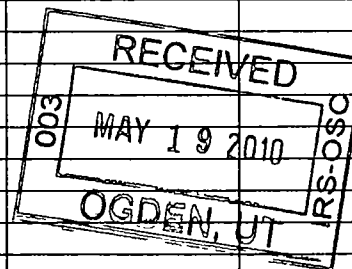
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	1,730.	1,730.		ATCH 1
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	635,642.			
b	Gross sales price for all assets on line 6a	1,778,612.			
7	Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	637,372.	1,730.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 2	10,901.	0.	0.	10,901.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) [3]	150.	150.		0.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)*	25.	0.		0.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,360.	0.		1,360.
22	Printing and publications				
23	Other expenses (attach schedule) [5]	69,223.	0.		69,223.
24	Total operating and administrative expenses. Add lines 13 through 23	81,659.	150.	0.	81,484.
25	Contributions, gifts, grants paid	2,009,172.			2,009,172.
26	Total expenses and disbursements. Add lines 24 and 25	2,090,831.	150.	0.	2,090,656.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,453,459.			
b	Net investment income (if negative, enter -0-)		1,580.		
c	Adjusted net income (if negative, enter -0-)			-0-	



For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA ** ATCH 4

Form 990-PF (2009) 8

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		421,258.	110,768.	110,768.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) <u>ATTACH 6</u>	15,303,388.	37,705,956.	37,705,956.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	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				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,724,646.	37,816,724.	37,816,724.	
17		Accounts payable and accrued expenses				
18		Grants payable				
19	Deferred revenue					
20	Loans from officers, directors, trustees, and other disqualified persons					
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	15,724,646.	37,816,724.		
	30	Total net assets or fund balances (see page 17 of the instructions)	15,724,646.	37,816,724.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	15,724,646.	37,816,724.			

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	15,724,646.
2	Enter amount from Part I, line 27a	2	-1,453,459.
3	Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 7</u>	3	23,545,537.
4	Add lines 1, 2, and 3	4	37,816,724.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,816,724.

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					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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)			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) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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 page 18 of 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))
2008	2,334,351.	22,111,077.	0.105574
2007	1,300,052.	20,644,500.	0.062973
2006	1,522,093.	8,187,419.	0.185906
2005	487,592.	8,723,816.	0.055892
2004	308,248.	9,444,237.	0.032639
2 Total of line 1, column (d)			0.442984
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			0.088597
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			25,145,446.
5 Multiply line 4 by line 3			2,227,811.
6 Enter 1% of net investment income (1% of Part I, line 27b)			16.
7 Add lines 5 and 6			2,227,827.
8 Enter qualifying distributions from Part XII, line 4			2,090,656.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	32.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
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		3	32.
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	32.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,140.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	1,140.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,108.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	1,108. 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?		X
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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BEZOSFOUNDATION.ORG	13	X	
14	The books are in care of 7683 SOUTHEAST 27TH #224 MERCER ISLAND, WA Telephone no 98040 Located at 7683 SOUTHEAST 27TH #224 MERCER ISLAND, WA ZIP + 4 98040			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2009? <input type="checkbox"/>	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) <input type="checkbox"/>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2009? <input type="checkbox"/>	4b	X

Form 990-PF (2009)

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)? (see page 22 of the instructions). ☐ 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 page 22 of the instructions)? ☐ **5b**
- 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? ☐ 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**
- 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? ☐ **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 (see page 22 of the instructions).**

(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
ATTACHMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the 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 NONE

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	25,207,288.
b	Average of monthly cash balances	1b	321,084.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	25,528,372.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	25,528,372.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	382,926.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,145,446.
6	Minimum investment return. Enter 5% of line 5	6	1,257,272.

Part XI Distributable Amount (see page 25 of the 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	1,257,272.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	32.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	32.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,257,240.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,257,240.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,257,240.

Part XII Qualifying Distributions (see page 25 of the 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	2,090,656.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,090,656.
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 (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,090,656.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,257,240.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				0.
b From 2005				0.
c From 2006				716,681.
d From 2007				271,931.
e From 2008				1,230,517.
f Total of lines 3a through e	2,219,129.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 2,090,656.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				1,257,240.
e Remaining amount distributed out of corpus	833,416.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,052,545.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,052,545.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	716,681.			
c Excess from 2007	271,931.			
d Excess from 2008	1,230,517.			
e Excess from 2009	833,416.			

4942(j)(5)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i> SEE ATTACHMENT 9				2,009,172.
Total. ▶ 3a				2,009,172.
b <i>Approved for future payment</i>				
Total. ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(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	1,730.	
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	635,642.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				637,372.	
13	Total. Add line 12, columns (b), (d), and (e)					637,372.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH	1,730.	1,730.
TOTAL	<u>1,730.</u>	<u>1,730.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PERKINS COIE, LLP	10,901.	0.		10,901.
TOTALS	<u>10,901.</u>	<u>0.</u>	<u>0.</u>	<u>10,901.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT FEES	150.	150.	0.
TOTALS	150.	150.	0.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
WA STATE FILING FEES	25.	0.	0.
TOTALS	<u>25.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MARKETING EXPENSE	20,487.	0.	20,487.
BANK FEES	60.	0.	60.
OTHER EXPENSE	7,358.	0.	7,358.
SERVICE EXPENSE	41,318.	0.	41,318.
TOTALS	69,223.	0.	69,223.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMAZON COM, INC.	37,705,956.	37,705,956.
TOTALS	<u>37,705,956.</u>	<u>37,705,956.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN/LOSS (AMZN STOCK)

23,545,537.

TOTAL

23,545,537.

BEZOS FAMILY FOUNDATION

91-2073258

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

ATTACHMENT 8

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

EXPENSE ACCT
AND OTHER
ALLOWANCES

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

COMPENSATION

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 #224
MERCER ISLAND, WA 98040

DIRECTOR

0.

0.

0.

STEPHEN S. POORE
7683 SOUTHEAST 27TH STREET #224
MERCER ISLAND, WA 98040

DIRECTOR

0.

0.

0.

BEZOS FAMILY FOUNDATION

91-2073258

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

ATTACHMENT 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
JEFFREY P. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
MACKENZIE T. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
GRAND TOTALS		0.	0.	0.

CASH

Date of Contribution	Name of Recipient	Address	City, State, Zip	501(c)(3)?	Purpose of Grant or Contribution	Value of Contribution
1/12/2009	Westchester Jewish Community Services	845 North Broadway	White Plains, NY 10603	Yes	Parent Child Home Program	40,000
1/16/2009	Hellgate High School	900 South Higgins Avenue	Missoula, MT 59801	Yes	BSP School Award	1,000
1/16/2009	Eastern High School	1401 Laurel Oak Road	Voorhees, NJ 08043	Yes	BSP School Award	1,000
1/16/2009	City Honors Foundation	186 East North Street	Buffalo, NY 14204	Yes	BSP School Award	1,000
1/16/2009	Metropolitan Learning Center	1551 Blue Hills Avenue	Bloomfield, CT 06002	Yes	BSP School Award	1,000
1/16/2009	Todd Beamer High School	3599 16th Avenue South	Federal Way, WA 98001	Yes	BSP School Award	1,000
3/6/2009	Philanthropy Northwest	2101 Fourth Avenue, Suite 650	Seattle, WA 98121	Yes	2009 Membership	4,300
4/15/2009	Architecture for Humanity	848 Polson, Suite 201	San Francisco, CA 94107	Yes	2009 Open Architecture Challenge	25,000
5/7/2009	Metropolitan Learning Center	1551 Blue Hills Avenue	Bloomfield, CT 06002	Yes	FIRST Robotics Challenge Grant	2,000
10/2/2009	Foundation for Early Learning	615 Second Avenue, Suite 525	Seattle, WA 98104	Yes	Mona Locke Lunch Sponsorship	2,290
10/16/2009	Seattle Music Partners	1225 South Weller, Suite 300	Seattle, WA 98144	Yes	Luncheon Tickets	1,000
11/3/2009	World Science Festival	4533 Sunnyside Avenue North	Seattle, WA 98103-6900	Yes	General Support	30,000
11/20/2009	Westchester Jewish Community Services	230 West 41st Street, Suite 1600	New York, NY 10018	Yes	Staff Funding	10,000
12/4/2009	Roaring Fork Valley Early Learning Fund	845 North Broadway	White Plains, NY 10603	Yes	Parent Child Home Program	40,000
12/4/2009	Philanthropy Northwest	0845 Mountain Laurel Drive	Aspen, CO 81611	Yes	Raising a Reader Program	30,000
12/4/2009	Association of Small Foundations	2101 Fourth Avenue, Suite 650	Seattle, WA 98121	Yes	2010 Membership	4,300
12/4/2009	Freedom High School	1720 N Street, NW	Washington, DC 20036	Yes	BSP School Award	1,000
12/4/2009	Greely West High School	2401 35th Avenue	Tampa, FL 33647	Yes	BSP School Award	1,000
12/4/2009	Madison Central School	42 West Main Street	Greely, CO 80634	Yes	BSP School Award	1,000
12/4/2009	James Madison Memorial High School	201 S Gammon Road	Madison, WI 53717	Yes	BSP School Award	1,000
12/4/2009	Noble High School	388 Somersworth Road	North Berwick, ME 03906	Yes	BSP School Award	1,000
12/4/2009	City Honors Foundation	186 East North Street	Buffalo, NY 14204	Yes	BSP School Award	1,000
12/14/2009	The Bronx High School of Science	75 Bronx Science Boulevard	Bronx, NY 10468	Yes	BSP School Award	1,000
12/14/2009	The Preuss School UCSD	9500 Gilman Drive	La Jolla, CA 92093	Yes	BSP School Award	1,000
12/14/2009	Northside College Preparatory School	5501 North Kedzie Avenue	Chicago, IL 60625	Yes	BSP School Award	1,000
12/14/2009	Miami Palmetto Senior High School	7460 SW 118th Street	Miami, FL 33156	Yes	BSP School Award	1,000
12/14/2009	Overland High School	12400 E Jewell Avenue	Aurora, CO 80012	Yes	BSP School Award	1,000
12/14/2009	Biloxi High School	1845 Richard Drive	Biloxi, MS 39532	Yes	BSP School Award	1,000
12/17/2009	Eastern High School	1401 Laurel Oak Road	Voorhees, NJ 08043	Yes	BSP School Award	1,000
12/17/2009	Uncommon Schools	826 Broadway, 9th Floor	New York, NY 10003	Yes	General Operating Support	20,000
12/17/2009	Saint Augustine High School	3266 Nutmeg Street	New York, NY 10003	Yes	BSP School Award	1,000
12/17/2009	Kalamazoo Central High School	2432 North Drake Road	Kalamazoo, MI 49006	Yes	BSP School Award	1,000
12/17/2009	DonorsChoose.org	347 West 36th Street, Suite 503	New York, NY 10018	Yes	General Support	1,110
						230,560

NON-CASH

Date of Contribution	Name of Recipient	Address	City, State, Zip	501(c)(3)?	Purpose of Grant or Contribution	Fair Market Value of Contribution *	Book Value of Contribution **	Description
4/2/2009	Friends of Global Nomads Group	381 Broadway - 4th Floor	New York, NY 10013	Yes	General Support	365,399	305,793	4,850 Shares AMZN
4/3/2009	Friends of Global Nomads Group	381 Broadway - 4th Floor	New York, NY 10013	Yes	General Support	4,692	3,846	62 Shares AMZN
5/8/2009	Thrive by Five	1218 Third Avenue, 8th Floor	Seattle, WA 98101	Yes	General Support	485,274	390,910	6,200 Shares AMZN
5/11/2009	Thrive by Five	1218 Third Avenue, 8th Floor	Seattle, WA 98101	Yes	General Support	14,885	12,043	191 Shares AMZN
11/6/2009	92nd Street Y	1395 Lexington Avenue	New York, NY 10128	Yes	General Support	25,090	12,673	201 Shares AMZN
11/20/2009	Aspen Institute	P O Box 222	Queenstown, MD 21658-0222	Yes	2009 Bezos Scholars Program	92,793	45,459	721 Shares AMZN
11/20/2009	African Leadership Foundation	315 West 36th Street	New York, NY 10018	Yes	Student Scholarships	125,035	59,141	938 Shares AMZN
11/30/2009	Teach For America	315 West 36th Street	New York, NY 10018	Yes	General Support	489,538	230,133	3,650 Shares AMZN
12/1/2009	Teach For America	315 West 36th Street	New York, NY 10018	Yes	General Support	10,591	4,855	77 Shares AMZN
12/9/2009	Reach Out and Read Washington State	4616 25th Avenue NE #710	Seattle, WA 98105	Yes	Reach Out and Read Program	70,762	33,732	515 Shares AMZN
12/10/2009	Reach Out and Read Washington State	4616 25th Avenue NE, #710	Seattle, WA 98105	Yes	Reach Out and Read Program	4,297	2,018	32 Shares AMZN
12/10/2009	FIRST	200 Bedford Street	Manchester, NH 03101	Yes	High School Robotics Competition	87,292	40,983	650 Shares AMZN
12/11/2009	FIRST	200 Bedford Street	Manchester, NH 03101	Yes	High School Robotics Competition	2,964	1,387	22 Shares AMZN
						\$1,778,612	\$1,142,970	
						2,009,172		

TOTAL CHARITABLE DISTRIBUTIONS

* The Fair Market Value of the distributed property (shares of AMZN) is determined by taking the average of the high and low price on the date of distribution

** The Book Value of the distributed property (shares of AMZN) is determined by taking the average of the high and low price on the date the property was contributed to the foundation