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

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: REALNETWORKS FOUNDATION

A Employer identification number: 91-2033075

Number and street (or P O box number if mail is not delivered to street address): 2601 ELLIOTT AVENUE — Room/suite: 1000

B Telephone number (see page 10 of the instructions): (   ) -

City or town, state, and ZIP code: SEATTLE, WA 98121 --

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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 18,276,688.

J Accounting method: [X] Cash [ ] Accrual [ ] 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	12,904.	12,904.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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	12,904.	12,904.		
Operating and Administrative Expenses	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	688.	0.	0.	688.
	b Accounting fees (attach schedule) ATCH 3	3,751.	1,876.	0.	1,875.
	c Other professional fees (attach schedule) *	206,752.	1,988.		204,764.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	852.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	13,723.			13,723.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	4,184.			4,184.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	229,950.	3,864.	0.	225,234.
	25 Contributions, gifts, grants paid	1,591,002.			1,591,002.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,820,952.	3,864.	0.	1,816,236.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,808,048.			
	b **Net investment income** (if negative, enter -0-)		9,040.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	9,569.	9,417.	9,417.
	2 Savings and temporary cash investments	20,075,167.	18,267,271.	18,267,271.
	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 15 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)			
	c 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 ▶			
	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)	20,084,736.	18,276,688.	18,276,688.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds	20,084,736.	18,276,688.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	20,084,736.	18,276,688.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,084,736.	18,276,688.	

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	20,084,736.
2 Enter amount from Part I, line 27a	2	-1,808,048.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	18,276,688.
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	18,276,688.

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) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2009	1,127,393.	20,384,167.	0.055307
2008	504,690.	20,746,606.	0.024326
2007	440,123.	19,773,389.	0.022258
2006	293,810.	12,756,031.	0.023033
2005	379,154.	201,976.	1.877223

2	**Total** of line 1, column (d)	2	2.002147
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.400429
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	18,731,734.
5	Multiply line 4 by line 3	5	7,500,730.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	90.
7	Add lines 5 and 6	7	7,500,820.
8	Enter qualifying distributions from Part XII, line 4	8	1,816,236.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	181.
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	181.
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	181.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 1,400.		
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	1,400.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,219.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 200. **Refunded** ▶	11	1,019.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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*	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address ▶ WWW.REALFOUNDATION.ORG

14 The books are in care of ▶ KATHRYN SHIELDS Telephone no ▶ 206-674-2469

Located at ▶ 2601 ELLIOT AVE. SEATTLE, WA ZIP + 4 ▶ 98121

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

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

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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b N/A

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 7		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		0.	0.	0.

Total number of other employees paid over $50,000 ▶ NONE

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
ATTACHMENT 8		172,305.
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 24 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	0.
2	
All other program-related investments See page 24 of the instructions 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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	
b	Average of monthly cash balances	1b	19,016,989.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	19,016,989.
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	19,016,989.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	285,255.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,731,734.
6	**Minimum investment return.** Enter 5% of line 5	6	936,587.

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	936,587.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	181.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	181.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	936,406.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	936,406.
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	936,406.

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	1,816,236.
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	1,816,236.
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	1,816,236.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					936,406.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only					
b Total for prior years 20 08 ,20 07 ,20 06					
3 Excess distributions carryover, if any, to 2010					
a From 2005	369,143.				
b From 2006					
c From 2007					
d From 2008					
e From 2009	109,551.				
f Total of lines 3a through e		478,694.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,816,236.					
a Applied to 2009, 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)		1,358,524.			
d Applied to 2010 distributable amount					457,712.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		478,694.			478,694.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,358,524.			
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		1,358,524.			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009	0.				
e Excess from 2010	1,358,524.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 9

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

ONLINE AT WWW.REALFOUNDATION.ORG.

c Any submission deadlines

MAY 1ST AND OCTOBER 1ST.

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

SEE ATTACHED FREQUENTLY ASKED QUESTIONS.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 10				
Total ▶ 3a				1,591,002.
b *Approved for future payment*				
NONE				0.
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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					
4 Dividends and interest from securities			14	12,904.	
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					
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)				12,904.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 12,904.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
NA	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Line	Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

(Robert D. Glaser President 8/4/11) President + Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NORMA J. OLIASON	N Oliason, CPA	MAY 13 2011		P00285509

Firm's name ▶ KING & OLIASON PLLC — Firm's EIN ▶ 27-4238573

Firm's address ▶ 514 SECOND AVE. WEST SEATTLE, WA 98119-3928 — Phone no 206-285-7242

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BLACKROCK FUNDS		12,904.	12,904.
	TOTAL	12,904.	12,904.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DAVIS WRIGHT TREMAINE	688.			688.
TOTALS	688.	0.	0.	688.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
KING & OLIASON PLLC		3,751.	1,876.		1,875.
	TOTALS	3,751.	1,876.	0.	1,875.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
JK GROUP - GRANT ADMIN	34,447.		34,447.
REALNETWORKS, INC - MNGT SVS	172,305.	1,988.	170,317.
TOTALS	206,752.	1,988.	204,764.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAXES		852.
	TOTALS	852.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE	2,427.	2,427.
LICENSE & PERMITS	45.	45.
MISCELLANEOUS	420.	420.
MEMBERSHIPS & DUES	1,085.	1,085.
SUBSCRIPTION & PUBLICATIONS	207.	207.
TOTALS	4,184.	4,184.

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROB GLASER REALNETWORKS FOUNDATION 2601 ELLIOTT AVENUE 1000 SEATTLE, WA 98121	PRESIDENT 1.00	0.	0.	0.
KELLY JO MACARTHUR REALNETWORKS FOUNDATION 2601 ELLIOTT AVENUE 1000 SEATTLE, WA 98121	SEC/TREAS 1.00	0.	0.	0.
SID FERRALES REALNETWORKS FOUNDATION 2601 ELLIOTT AVENUE 1000 SEATTLE, WA 98121	VICE PRESIDENT 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 8

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
KATHRYN SHIELDS 2601 ELLIOTT AVENUE, SUITE 100 SEATTLE, WA 98121	FOUNDATION MANAGER	172,305.
TOTAL COMPENSATION		172,305.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JK GROUP
REALGRANTS@EASYMATCH.COM
866-604-5477

SEE WWW.REALFOUNDATION.ORG FOR

ADDITIONAL INFORMATION.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT A ADDRESSES AVAILABLE UPON REQUEST	N/A PUBLIC CHARITY	SEE ATTACHMENT A	1,591,002.
		TOTAL CONTRIBUTIONS PAID	1,591,002

RealNetworks Foundation **91-2033075**

2010 Form 990-PF

Election Under Regulations Section 53.4942(a)-3(d)(2) to Treat Excess Qualifying Distributions as Distributions Out of Corpus

Pursuant to IRC Section 4942(h)(2) and Regulations 53.4942(a)-3(d)(2), RealNetworks Foundation hereby elects to treat $1,358,524 of the current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus.

Signed: ______________________

Name and Title: Robert D. Glaser, President + Treasurer

REALNETWORKS FOUNDATION
2010 GRANTS

Prepared by K&O

Date	Name	Status	Purpose	Amount
Grants				
5-Yr Anniversary & Honorary				
04/14/2010	JK Group	Public Charity	RealNetworks Employee Anniversary Grant	30,500 00
08/13/2010	JK Group	Public Charity	RealNetworks Employee Anniversary Grant	7,250 00
11/16/2010	JK Group	Public Charity	RealNetworks Employee Anniversary Grant	10,000 00
Total 5-Yr Anniversary & Honorary				47,750 00
Competitive Grant Program				
02/05/2010	JK Group	Public Charity	SEE ATTACHED LIST	610,500 00
08/16/2010	JK Group	Public Charity	SEE ATTACHED LIST	404,000 00
Total Competitive Grant Program				1,014,500 00
Employee Matching Grant Program				
02/04/2010	JK Group	Public Charity	RealNetworks Employee Matching Program	107,750 00
02/12/2010	JK Group	Public Charity	RealNetworks Employee Matching Program	10,583 30
04/14/2010	JK Group	Public Charity	RealNetworks Employee Matching Program	109,209 64
08/13/2010	JK Group	Public Charity	RealNetworks Employee Matching Program	125,090 25
11/16/2010	JK Group	Public Charity	RealNetworks Employee Matching Program	72,250 96
12/08/2010	Northwest Harvest	Public Charity	RealNetworks Employee Matching Program	25,373 00
Total Employee Matching Grant Program				450,257 15
Miscellaneous				
01/14/2010	Medical Teams Int'l - Haiti Relief	Public Charity	Health & Human Services	50,000 00
05/18/2010	Philanthropy Northwest	Public Charity	Health & Human Services	1,135 00
07/01/2010	Council on Foundations	Public Charity	Health & Human Services	1,860 00
08/25/2010	Save the Children	Public Charity	Health & Human Services	25,000 00
12/10/2010	Seattle Foundation	Public Charity	Health & Human Services	500 00
Total Miscellaneous				78,495 00
Total Grants				1,591,002 15

ATTACHMENT A

REALNETWORKS FOUNDATION
2010 GRANTS

		Fall 2009 Grant Cycle		
Team	Organization Name (Common/DBA)	City	Program Title	Grant
Blue	BaileyBoushay House	Seattle	Chronic Care Management Program	$10,000
Blue	Encompass	North Bend	Kinship Care Support Program	$5,000
Blue	Faith In Action	Sammamish	Senior Outreach Program	$6,000
Blue	Families & Friends of Missing Persons & Violent Crime Victims	Everett	Outreach Program	$2,000
Blue	Farestart	Seattle	FareStart Job Training for Homeless	$10,000
Blue	FEAT of Washington	Bellevue	Transitions for Teens	$10,000
Blue	Friends of the Cedar River Watershed	Seattle	Watershed Report	$10,000
Blue	Housing Hope	Everett	College of Hope	$5,000
Blue	Lighthouse for the Blind, Inc	Seattle	Deaf-Blind Technology Training Center	$2,500
Blue	People for Puget Sound	Seattle	Save Our Sound Earth Month 2010	$5,000
Blue	Puget Sound Blood Center	Seattle	Bloodmobile	$7,500
Blue	Rebuilding Together South Sound	Fircrest	Rebuilding Day 2010	$5,000
Blue	Seattle Youth Garden Works	Seattle	Urban Youth Gardening Program	$5,000
Blue	St. Andrew's Housing Group	Issaquah	Resident Services Support	$10,000
Blue	The Sharehouse	Seattle	The Sharehouse Delivery Service	$4,500
Team	Organization Name (Common/DBA)	City	Program Title	Grant
Green	5th Avenue Theatre Association	Seattle	Accessible Performances at The 5th	$10,000
Green	Artist Trust A Resource for Washington	Seattle	Professional Resources for Artists	$10,000
Green	Arts Corps	Seattle	MusicianCorps Seattle	$10,000
Green	City Year Inc	Seattle	Whole School, Whole Child	$10,000
Green	Friends of Kexp	Seattle	Radio Program Mind Over Matters	$5,000
Green	Friends of the Children - King County	Seattle	Academic Enrichment Project	$5,000
Green	On The Boards-Behnke Center For Contemporary Performance	Seattle	The 27th Annual Northwest New Works Festival	$5,000
Green	Post-Prison Education Program	Seattle	Post-Prison Education Program	$10,000
Green	Seattle Opera Association, Inc	Seattle	Amelia Community Access and Participation Projects	$5,000
Green	Seattle Public Library Foundation	Seattle	The Seattle Public Library's Authors Series	$10,000
Green	Technology Access Foundation (TAF)	Seattle	TechStart Program	$10,000
Team	Organization Name (Common/DBA)	City	Program Title	Grant
Purple	American Civil Liberties Union Foundation Inc	New York	Exposing Torture to the Public and Medi	$25,000
Purple	Amnesty International USA Inc	New York	Individuals at Risk	$25,000
Purple	Center for American Progress	Washington	Campus Progress Climate Program	$10,000
Purple	Committee to Protect Journalists	New York	Journalist Security Project	$20,000
Purple	Democracy Now! Productions, Inc.	New York	Democracy Now! Productions Daily News Broadcast Pr	$25,000
Purple	Freedom Now	Washington	Freedom For Expression Now	$23,000
Purple	Real Change Homeless Empowerment Project	Seattle	Real Change Newspaper	$10,000
Purple	StoryCorps Inc	Brooklyn	StoryCorps New York City Program	$20,000
Purple	WGBH Educational Foundation	Boston	FRONTLINE New Media Initiatives	$25,000
Purple	The New Press	New York	Public Interest Publishing - Stiglitz Reports	$10,000
Team	Organization Name (Common/DBA)	City	Program Title	Grant
Red	Cascade Land Conservancy	Seattle	Green Seattle Partnership Protecting our Environment	$20,000
Red	Climate Solutions	Seattle	New Energy Solutions	$25,000
Red	National Park Foundation	Washington	Parks Climate Challenge (PCC)	$10,000
Red	National Wildlife Federation - Pacific Regional Center	Seattle	A Water Strategy for Climate Change	$25,000
Red	New York Public Interest Research Group Fund Inc	New York	Energy and Climate Change Program	$25,000
Red	Northwest SEED	Seattle	Community Solar Initiative	$10,000
Red	Puget Soundkeeper Alliance	Seattle	Clean Water Act Enforcement Program	$25,000
Red	The Mountains To Sound Greenway Trust	Seattle	Supporting Sustainable Growth in the Greenway	$10,000
Red	Washington Environmental Council	Seattle	Climate Action Campaign	$20,000
Team	Organization Name (Common/DBA)	City	Program Title	Grant
Yellow	Association for Learning Disabilities of New York City	New York	Learning Lab / Career Transitions	$10,000
Yellow	DC Central Kitchen, Inc	Washington	Food Recycling/Meal Distribution Program	$10,000
Yellow	Girls Incorporated of Alameda County	San Leandro	Eureka! Teen Achievement Program	$10,000
Yellow	Latino Economic Development Corporation	Washington	Regional Homeownership Counseling Program	$10,000
Yellow	Reston Interfaith, Inc	Reston	Emergency & Self-Sufficiency Program (ESSP)	$10,000
Yellow	Tenderloin Neighborhood Development Corporation	San Francisco	TNDC's Tenant Support Services	$10,000
Grand Total				$610,500

ATTACHMENT A

REALNETWORKS FOUNDATION
2010 GRANTS

Spring 2010 Grants
Distributed August 2010

Team	Organization Name (Common/DBA)	State	Grant
Blue	Homeward Pet Adoption Center	WA	$5,000
Blue	Catholic Community Services	WA	$10,000
Blue	Rainier Scholars	WA	$5,000
Blue	Saul & Dayee G Haas Foundation	WA	$5,000
Blue	Wellspring Family Services	WA	$10,000
Blue	Little Bit Therapeutic Riding Center	WA	$5,000
Blue	Medical Teams International	WA	$10,000
Blue	Northwest Harvest/E M M.	WA	$10,000
Blue	Rotary First Harvest	WA	$10,000
Blue	Senior Services of Seattle-King County	WA	$10,000
Blue	University Street Ministry	WA	$5,000
Team	Organization Name (Common/DBA)	State	Grant
Green	Center for Career Alternatives (CCA)	WA	$10,000
Green	Hopelink	WA	$7,500
Green	Intercommunity Mercy Housing	WA	$5,000
Green	Seattle Jobs Initiative	WA	$7,500
Green	Washington Women's Employment & Education	WA	$10,000
Green	DESC (Downtown Emergency Service Center)	WA	$10,000
Green	Jewish Family Service	WA	$10,000
Green	Plymouth Housing Group	WA	$10,000
Green	Solid Ground Washington	WA	$10,000
Green	Legal Voice	WA	$7,500
Team	Organization Name (Common/DBA)	State	Grant
Purple	Amara	WA	$10,000
Purple	Child Care Resources	WA	$10,000
Purple	Childhaven	WA	$8,000
Purple	Eastside Domestic Violence Program (EDVP)	WA	$10,000
Purple	First Place	WA	$5,000
Purple	Neighborhood House	WA	$10,000
Purple	North Helpline	WA	$5,000
Purple	Pike Place Market Foundation	WA	$5,000
Purple	Seattle Children's Hospital Foundation	WA	$10,000
Purple	West Seattle Helpline	WA	$5,000
Purple	YWCA of Seattle - King - Snohomish County	WA	$10,000
Team	Organization Name (Common/DBA)	State	Grant
	ArtsFund	WA	$10,000
Red	The Vera Project	WA	$10,000
Red	Northwest Girl Choir	WA	$6,000
Red	Seattle Center Foundation	WA	$5,000
Red	SIFF Group	WA	$5,000
Red	Spectrum Dance Theater	WA	$5,000
Red	Town Hall Seattle	WA	$5,000
Red	KCTS Television	WA	$10,000
Red	KUOW-Puget Sound Public Radio	WA	$5,000
Team	Organization Name (Common/DBA)	State	Grant
Yellow	Bread for the City	DC	$10,000
Yellow	N Street Village	DC	$10,000
Yellow	San Francisco Food Bank	CA	$10,000
Yellow	Spanish Catholic Center	DC	$10,000
Yellow	Tri-City Homeless Coalition DBA Abode Services	CA	$10,000
Yellow	Greater Washington Educ Telecommunications Assn	DC	$7,500
Yellow	Miriam's Kitchen	DC	$7,500
Yellow	St. Vincent de Paul Society of Marin County	CA	$7,500
Yellow	Little Kids Rock Inc	CA	$5,000
Yellow	Women's Initiative for Self Employment	NY	$5,000
Grand Total			$404,000

ATTACHMENT A

Frequently Asked Questions

1. **Where does the RealNetworks Foundation make grants?**
   The Foundation makes Community Enhancement Grants that are geographically restricted to eligible organizations in cities where employees of RealNetworks live and work. Currently this includes

   - Seattle, WA (Puget Sound Region)
   - San Jose, CA (San Francisco Bay Area)
   - Reston, VA (Metro D C)
   - New York NY

2. **Does the RealNetworks Foundation make grants outside of cities where Real's employees live and work?**
   Yes The Foundation makes grants to eligible organizations focused on the Freedom of Expression & Independent Media sector even if they do not serve communities where RealNetworks employees live and work

3. **What types of programs will be considered for a Freedom of Expression & Independent Media grant?**
   These grants support initiatives that promote and protect civil rights, especially free speech and expression or that promote a free and independent media

   Please note Freedom of Expression & Independent Media Grant applications are only accepted during the Fall Cycle as described

4. **How many grant cycles are there each year and what are the deadlines?**
   The Foundation has two grant cycles per year with closing dates in the Spring and the Fall

   Spring Grant Cycle
   The deadline for submitting a Community Enhancement Grant application for consideration as part of the 2011 Grant Cycle is May 1, 2011 (12 00 Midnight PDT)

   The Foundation will accept ONLY applications for Community Enhancement Grants during this Cycle

   Fall Grant Cycle
   The deadline for submitting an application for consideration as part of the 2011 Grant Cycle is October 31, 2011 (12 00 Midnight PST)

   The Foundation will accept applications for both Community Enhancement Grants and Freedom of Expression & Independent Media Grants during this Cycle

5. **How much should we request?**
   Typically, Community Enhancement Grants will range from $1,000 to $10,000 Freedom of Expression & Independent Media Grants with a national or international scope will typically be made up to a maximum of $25,000

   In general, the Foundation will not consider requests that are more than ten percent (10%) of the total program budget

6. **May we submit more than one application for consideration at a time?**
   No The Foundation will accept only one grant application per organization during a given funding cycle Organizations that qualify for both a local Community Enhancement Grant and a Freedom of Expression & Independent Media Grant must indicate under which program they are applying (In this way, your application will be directed to the proper Review Team)

7. **Who reviews the grant applications for the RealNetworks Foundation?**
   Teams of RealNetworks employees serve on Grant Review Teams These teams evaluate grant applications and make funding recommendations to the Foundation's Board of Directors The Foundation Board makes all grant decisions

8. **When will applicants be notified of the grant decisions?**
   The Foundation is committed to reviewing and evaluating grant applications in a thorough and timely manner Typically grant decisions are made about 14-15 weeks after the closing date

9. **Our organization doesn't have paid staff Can we still apply for a Community Enhancement or Priority Sector Grant?**
   No Applicant organizations must have at least one full-time paid staff member to be eligible for a competitive grant from the Foundation

10. **Do I have to complete the entire application in one online session?**
    You may complete a portion of the application, save your information and return to the

web site at a later time to finish and submit your application. (When you are ready to officially submit your application, please press the "Submit" button. Once you submit your application, you will not be able to edit or change it. Please print a copy of your application for your records.)

11 **How do I access an incomplete application that I saved, but have not submitted?**

Before you begin the application, you will be required to register. When you return to complete the application, you will log into the system using the account number assigned to your organization and the UserID and Password that you created. Then, click on the incomplete application that you'd like to edit. (Applicants must retain their account number, User ID and password to access an application in process and grantees must likewise retain the information to submit their six month Progress Report.)

12 **Who may I contact if I have questions or need help with the online application?**

The Foundation contracts with J K Group to administer its online grant application. Please contact the administrator at 1-866-604-5177 or via email at realgrants@easymatch.com if you have questions or need assistance with the online application. Please note that the EasyMatch help line is open Monday - Friday until 6:00 PM ET.

Applicants are strongly encouraged to submit their application on a business day prior to the deadline to ensure that assistance is available should you have questions.

Form **8868** (Rev January 2011)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

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

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

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization: REALNETWORKS FOUNDATION	**Employer identification number**: 91-2033075
	Number, street, and room or suite no If a P O box, see instructions: 2601 ELLIOTT AVENUE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions: SEATTLE, WA 98121	

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

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

- The books are in the care of ▶ KATHRYN SHIELDS

Telephone No ▶ 206 674-2469 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 20 10 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 181.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 1,400.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions