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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

2010

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

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

BEZOS FAMILY FOUNDATION

A Employer identification number

91-2073258

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

Room/suite

B Telephone number (see page 10 of the instructions)

7683 SOUTHEAST 27TH STREET #224

City or town, state, and ZIP code

MERCER ISLAND, WA 98040

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) ▶ \$ 45,669,948.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)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 ▶ ☐**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)	0.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	429.	429.		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	357,741.			
b Gross sales price for all assets on line 6a	4,132,881.			
7 Capital gain net income (from Part IV, line 2)		852,140.		
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	358,170.	852,569.		
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	42,235.	0.	0.	42,235.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
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	595.	0.		595.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	448,422.	0.		448,234.
24 Total operating and administrative expenses. Add lines 13 through 23	491,277.	0.	0.	491,064.
25 Contributions, gifts, grants paid	3,490,413.			3,490,413.
26 Total expenses and disbursements. Add lines 24 and 25	3,981,690.	0.	0.	3,981,477.
27 Subtract line 26 from line 12	-3,623,520.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		852,569.		
c Adjusted net income (if negative, enter -0-)				

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

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Form 990-PF (2010)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	110,768.	247,488.	247,488.
	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) ATTCH 5	37,705,956.	45,422,460.	45,422,460.
	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)	37,816,724.	45,669,948.	45,669,948.
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.	
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	37,816,724.	45,669,948.	
	30 Total net assets or fund balances (see page 17 of the instructions)	37,816,724.	45,669,948.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	37,816,724.	45,669,948.	

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	37,816,724.
2 Enter amount from Part I, line 27a	2	-3,623,520.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 6	3	11,476,744.
4 Add lines 1, 2, and 3	4	45,669,948.
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	45,669,948.

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 SEE PART IV SCHEDULE					
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) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	852,140.	
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	2,090,656.	25,145,446.	0.083143
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
2 Total of line 1, column (d)			2 0.493488
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 0.098698
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 36,771,946.
5 Multiply line 4 by line 3			5 3,629,318.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,526.
7 Add lines 5 and 6			7 3,637,844.
8 Enter qualifying distributions from Part XII, line 4 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.			8 3,981,477.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	8,526.
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	8,526.
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	8,526.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,108.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	12,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	13,608.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	5,082.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 5,082. Refunded <input type="checkbox"/>	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)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) <input checked="" type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (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

Form 990-PF (2010)

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.BEZOSFAMILYFOUNDATION.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 and enter the amount of tax-exempt interest received or accrued during the year	15		
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? 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 _____	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input 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 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?	<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 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
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

Form 990-PF (2010)

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)? ☐ Yes ☒ No **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? ☐ 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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b** *X*

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				

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
ATTACHMENT 8		73,245.
Total number of others receiving over \$50,000 for professional services		1

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	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2010)

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	37,223,252.
b	Average of monthly cash balances	1b	108,673.
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	37,331,925.
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	37,331,925.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	559,979.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,771,946.
6	Minimum investment return. Enter 5% of line 5	6	1,838,597.

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	1,838,597.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8,526.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,526.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,830,071.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,830,071.
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	1,830,071.

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	3,981,477.
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	3,981,477.
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	8,526.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,972,951.

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				1,830,071.
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				0.
b From 2006				716,681.
c From 2007				271,931.
d From 2008				1,230,517.
e From 2009				833,416.
f Total of lines 3a through e	3,052,545.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 3,981,477.				
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)				
d Applied to 2010 distributable amount				1,830,071.
e Remaining amount distributed out of corpus	2,151,406.			
5 Excess distributions carryover applied to 2010 . (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	5,203,951.			
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)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	5,203,951.			
10 Analysis of line 9				
a Excess from 2006	716,681.			
b Excess from 2007	271,931.			
c Excess from 2008	1,230,517.			
d Excess from 2009	833,416.			
e Excess from 2010	2,151,406.			

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

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

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

MIGUEL A. BEZOS AND JACKLYN G. BEZOS

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE ATTACHMENT 9				3,490,413.
Total			3a	3,490,413.
<i>b 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	429.	
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	357,741.	
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)				358,170.	
13 Total. Add line 12, columns (b), (d), and (e)					358,170.

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

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

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
852,218.		6,000 SHARES OF AMAZON PROPERTY TYPE: SECURITIES 78.				D	VARIOUS 852,140.	VARIOUS
TOTAL GAIN (LOSS)							<u>852,140.</u>	

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	429.	429.
TOTAL	<u>429.</u>	<u>429.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PERKINS COIE, LLP	24,848.			24,848.
ANDREWS KURTH, LLP	17,387.			17,387.
TOTALS	42,235.	0.	0.	42,235.

ATTACHMENT 3

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 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MARKETING EXPENSE	42,291.	0.	42,291.
BANK FEES	188.	0.	0.
OTHER EXPENSE	103,747.	0.	103,747.
SERVICE EXPENSE	302,196.	0.	302,196.
TOTALS	448,422.	0.	448,234.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMAZON COM, INC.	45,422,460.	45,422,460.
TOTALS	<u>45,422,460.</u>	<u>45,422,460.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN/LOSS (AMZN STOCK)

11,476,744.

TOTAL

11,476,744.

BEZOS FAMILY FOUNDATION

91-2073258

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

ATTACHMENT 7

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

EXPENSE ACCT
AND OTHER
ALLOWANCES

COMPENSATION

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

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 7 (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.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ANDREA BOOHER PO BOX 4411 ASPEN, CO 81612	DOCUMENTARY PRODUCER	73,245.
TOTAL COMPENSATION		<u>73,245.</u>

BEZOS FAMILY FOUNDATION

STATEMENT ATTACHED TO FORM 990PF FOR Y/E 12/31/2010

91-2073258

CAGE

Date of Contribution	Name of Recipient	Address	City, State, Zip	501(c)(3)	Purpose of Grant or Contribution	Value of Contribution
1/25/2010	Lee High School	6529 Beverly Hill Lane	Houston, TX 77057	Yes	BSP School Award	1,000
1/25/2010	Social Venture Partners	1601 2nd Avenue	Seattle, WA 9801	Yes	SVKIDS for Seattle Youth Summit	1,000
3/14/2010	Metropolitan Learning Center	1551 Blue Hill Avenue	Bloomfield, CT 06002	Yes	BSP School Award	1,000
3/19/2010	Seattle Foundation	1200 5th Ave #1300	Seattle, WA 98101-3151	Yes	WA State Race to the Top Application	25,000
3/24/2010	Aspen Writer's Foundation	110 E Hallam Street, STE 116	Aspen, CO 81611	Yes	WSP Scholar Research Project	500
3/24/2010	Baccalaureate School for Global Education	34-12 36th Avenue	Long Island City, NY 11106	Yes	WSP Scholar Research Project	1,000
3/24/2010	Bronx Lab School	800 East Gun Hill Road	New York, NY 10467	Yes	Scholarships	10,000
4/13/2010	Nativity Prep	2755 55th Street	San Diego, CA 92105	Yes	Early Learning Primer for MA State	13,000
5/12/2010	Global Nomads Group	381 Broadway, 4th Floor	New York, NY 10013	Yes	WSP Scholar Research Project	24,900
8/2/2010	Thrive by Five	1215 Third Avenue, 8th Floor	New York, NY 10018	Yes	WSP Scholar Research Project	1,000
8/2/2010	Memorial Sloan-Kettering Cancer Center	1275 York Avenue	New York, NY 10021	Yes	WSP Scholar Research Project	1,000
8/2/2010	Stam Technical High School	Citadel Street	Aspen, CO 81602	Yes	2010 Black Mountain	3,000
8/2/2010	East College	PO Box 5000	Seattle, WA 98121	Yes	2010 Annual Conference Sponsorship	3,500
8/2/2010	Philanthropy Northwest	2101 Fourth Avenue, Suite 650	New York, NY 10013	Yes	Story Swap Project	2,125
8/2/2010	Association of Small Foundations	381 Broadway, 4th Floor	Washington, DC 20036	Yes	2011 Membership	495
12/1/2010	Philanthropy Northwest	1720 N Street, NW	Seattle, WA 98121	Yes	General Operating Support	4,113
12/13/2010	Lavance County High School	7802 Hague Road	Indianapolis, IN 46256-179	Yes	BSP School Award	1,000
12/13/2010	Morgan County High School	1231 College Drive	Madison, CO 30650-1499	Yes	BSP School Award	1,000
12/13/2010	Freedom High School	17410 Commerce Park Boulevard	Tampa, FL 33647	Yes	BSP School Award	1,000
12/13/2010	Chief Sealth High School	2600 NW Thistle St	Seattle, WA 98126	Yes	BSP School Award	1,000
12/13/2010	Vancouver Central High School	1120 Main Street	Davenport, IA 52803	Yes	BSP School Award	1,000
12/13/2010	Presque Isle High School	16 Fort Street	Chicago, IL 60625	Yes	BSP School Award	1,000
12/13/2010	Northridge College Preparatory School	5501 North Kedzie Avenue	Chicago, IL 60625-2397	Yes	BSP School Award	1,000
12/13/2010	Southridge High School	1910 Chicago Street SE	Albuquerque, NM 87102	Yes	BSP School Award	1,000
12/13/2010	Lafayette Senior High School	401 East Lane	Lexington, KY 40503-1247	Yes	BSP School Award	1,000
12/13/2010	The Preuss School, UCSB	423 East Central Street	Springfield, MO 65802-7723	Yes	BSP School Award	1,065
12/16/2010	Seattle Music Partners	9500 Gilman Drive, 0516	La Jolla, CA 92093-0536	Yes	General Operating Support	20,000
12/16/2010	Westchester Jewish Community Services	4533 Sunnyside Ave N	Seattle, WA 98103	Yes	Parent Child Home Program	40,000
12/16/2010	West High School	845 North Broadway	White Plains, NY 10603-240	Yes	BSP School Award	1,000
12/16/2010	Philanthropy Northwest	2401 35th Avenue	Greenley, CO 80634-4102	Yes	General Operating Support	9,155
12/16/2010	Philanthropy Northwest	2101 Fourth Avenue, Suite 650	Seattle, WA 98121	Yes	General Operating Support	9,155

FORM-CAGE

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
2/16/2010	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	Institute for Learning & Brain Science	129,654	68,788	1,091 Shares AMZN
2/17/2010	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	Institute for Learning & Brain Science	349	189	3 Shares AMZN
6/29/2010	African Leadership Foundation	P O Box 7408	New York, NY 10150	Yes	General Support	111,250	63,050	1,000 Shares AMZN
6/29/2010	Global Nomads Group	381 Broadway, 4th Floor	New York, NY 10013	Yes	General Support	367,125	208,065	3,300 Shares AMZN
6/30/2010	African Leadership Foundation	P O Box 7408	New York, NY 10150	Yes	General Support	13,600	7,881	125 Shares AMZN
6/30/2010	Global Nomads Group	381 Broadway, 4th Floor	New York, NY 10013	Yes	General Support	17,995	10,277	163 Shares AMZN
6/9/2010	Arts Engine	145 West 24th Street, 3rd Floor	New York, NY 10011	Yes	Education Day	50,009	24,463	388 Shares AMZN
8/31/2010	Aspen Institute	1000 North Third Street	Aspen, CO 81611	Yes	Neschools Fellowship	136,620	69,355	1,100 Shares AMZN
9/7/2010	Architecture for Humanity	848 Folson Street, STE 301	San Francisco, CA 94107	Yes	Students Rebuild Challenge Grant	8,540	4,161	66 Shares AMZN
9/8/2010	Architecture for Humanity	848 Folson Street, STE 301	San Francisco, CA 94107	Yes	Students Rebuild Challenge Grant	31,417	15,750	230 Shares AMZN
9/17/2010	Architecture for Humanity	848 Folson Street, STE 301	San Francisco, CA 94107	Yes	Students Rebuild Challenge Grant	58,680	29,340	400 Shares AMZN
9/16/2010	Aspen Writer's Foundation	110 E Hallam Street, STE 116	Aspen, CO 81611	Yes	Community Builders - Students Rebuild	1,330	567	9 Shares AMZN
9/17/2010	Aspen Institute	1000 North Third Street, STE 116	Aspen, CO 81611	Yes	Story Swap	44,030	18,915	300 Shares AMZN
9/27/2010	Aspen Institute	1000 North Third Street	Aspen, CO 81611	Yes	Story Swap	1,625	694	11 Shares AMZN
9/28/2010	Aspen Institute	1000 North Third Street	Aspen, CO 81611	Yes	2010 Bezos Scholars Program	99,713	39,406	625 Shares AMZN
9/30/2010	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	Institute for Learning & Brain Science	5,368	2,144	34 Shares AMZN
10/1/2010	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	Institute for Learning & Brain Science	189,924	75,660	1,200 Shares AMZN
10/29/2010	League of Education Voters Foundation	PO Box 1727	Seattle, WA 98111	Yes	MA Education Reform	7,586	3,089	49 Shares AMZN
11/2/2010	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	Institute for Learning & Brain Science	49,998	18,915	300 Shares AMZN
11/2/2010	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	Institute for Learning & Brain Science	121,841	46,657	740 Shares AMZN
11/2/2010	Reach Out and Read	135 NE 100th St, Suite 301	Seattle, WA 98125	Yes	Program Support	3,153	1,153	50 Shares AMZN
11/2/2010	Reach Out and Read	1218 Third Avenue, 8th Floor	Seattle, WA 98101	Yes	Program Support	45,279	17,339	275 Shares AMZN
11/14/2010	Thrive by Five	155 NE 100th St, Suite 301	Seattle, WA 98125	Yes	General Support	4,798	1,878	79 Shares AMZN
11/14/2010	Thrive by Five	155 NE 100th St, Suite 301	Seattle, WA 98125	Yes	General Support	137,181	53,141	735 Shares AMZN
11/23/2010	Teach for America	315 West 34th Street, 7th Floor	New York, NY 10018	Yes	General Support	11,727	4,540	72 Shares AMZN
11/23/2010	Teach for America	200 Bedford Street	Manchester, NH 03101	Yes	General Support	485,010	185,998	2,950 Shares AMZN
12/6/2010	KIPP	520 8th Avenue, Suite 2005	New York, NY 10018	Yes	General Support	5,002	1,892	30 Shares AMZN
12/7/2010	KIPP Foundation	520 8th Avenue, Suite 2005	New York, NY 10018	Yes	General Support	97,086	34,678	550 Shares AMZN
12/9/2010	KIPP Foundation	520 8th Avenue, Suite 2005	New York, NY 10018	Yes	Matching grant for DOE 13 award	2,506	883	14 Shares AMZN
12/9/2010	Reach Out and Read	155 NE 100th St, Suite 301	Seattle, WA 98125	Yes	Matching grant for DOE 13 award	497,139	175,090	2,777 Shares AMZN
12/9/2010	Reach Out and Read	155 NE 100th St, Suite 301	Seattle, WA 98125	Yes	Book budget support	2,991	1,072	17 Shares AMZN
12/9/2010	Roaring Fork Valley Early Learning Fund	155 NE 100th St, Suite 301	Seattle, WA 98125	Yes	Book budget support	28,643	10,088	160 Shares AMZN
12/9/2010	Roaring Fork Valley Early Learning Fund	PO Box 2533	Glenwood Springs, CO 81602	Yes	General Support	1,408	504	8 Shares AMZN
12/9/2010	Roaring Fork Valley Early Learning Fund	PO Box 2533	Glenwood Springs, CO 81602	Yes	General Support	23,755	8,512	135 Shares AMZN
12/9/2010	Stand for Children Leadership Center	516 SE Morrison Street, Suite 420	Portland, OR 97214	Yes	General Support	1,397	504	8 Shares AMZN
12/9/2010	Stand for Children Leadership Center	516 SE Morrison Street, Suite 420	Portland, OR 97214	Yes	General Support	58,087	20,807	330 Shares AMZN
12/10/2010	Stand for Children Leadership Center	516 SE Morrison Street, Suite 420	Portland, OR 97214	Yes	General Support	2,096	797	12 Shares AMZN

TOTAL CHARITABLE DISTRIBUTIONS

3,265,761

1,384,137

3,650,413

* 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

SCHEDULE OF CHARITABLE DISTRIBUTIONS

ATTACHMENT 9

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust

BEZOS FAMILY FOUNDATION

Employer identification number

91-2073258

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b

1b

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824

2

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts

3

4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet

4 ()

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►

5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b

6b

852,140.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824

7

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts

8

9 Capital gain distributions

9

10 Gain from Form 4797, Part I

10

11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet

11 ()

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►

12

852,140.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		852,140.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		852,140.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000 16 ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero 18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 19			
20	Add lines 18 and 19 20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ 21			
22	Subtract line 21 from line 20. If zero or less, enter -0- 22			
23	Subtract line 22 from line 17. If zero or less, enter -0- 23			
24	Enter the smaller of the amount on line 17 or \$2,300 24			
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23. 25			
26	Subtract line 25 from line 24. 26			
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) 28			
29	Subtract line 28 from line 27 29			
30	Multiply line 29 by 15% (15) 30			
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 31			
32	Add lines 30 and 31 32			
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 33			
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) 34			

Schedule D (Form 1041) 2010

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

Employer identification number

BEZOS FAMILY FOUNDATION

91-2073258

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

[illegible]

JSA
OF 1222 1 000

Schedule D-1 (Form 1041) 2010

BFF

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

OMB No 1545-1709

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

- 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	Employer identification number
	BEZOS FAMILY FOUNDATION	91-2073258
	Number, street, and room or suite no. If a P.O. box, see instructions	
	7683 SOUTHEAST 27TH STREET #224	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	MERCER ISLAND, WA 98040	

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

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 ► _____

Telephone No. ► _____ 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
- ☒ 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 \$	13,608.
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 \$	1,108.
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 \$	12,500.

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.

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)