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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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

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) 7683 SOUTHEAST 27TH STREET	Room/suite 224	B Telephone number (see instructions) (206) 275-2048
City or town, state, and ZIP code MERCER ISLAND, WA 98040		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 34,430,597.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 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)	940,538.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	515.	515.		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	1,182,834.			
b Gross sales price for all assets on line 6a	1,406,698.			
7 Capital gain net income (from Part IV, line 2)		1,406,609.		
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	2,123,887.	1,407,124.		
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	25,160.			25,160.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) **	17,025.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	1,475.			1,475.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	621,684.			621,406.
24 Total operating and administrative expenses. Add lines 13 through 23	665,344.			648,041.
25 Contributions, gifts, grants paid	11,333,743.			11,333,743.
26 Total expenses and disbursements. Add lines 24 and 25	11,999,087.	0	0	11,981,784.
27 Subtract line 26 from line 12	-9,875,200.			
a Excess of revenue over expenses and disbursements		1,407,124.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

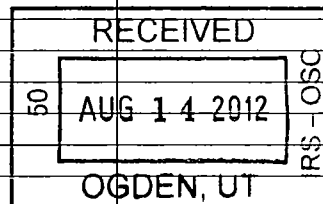
For Paperwork Reduction Act Notice, see instructions.

JSA **

ATCH 3

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	247,488.	208,208.	208,208.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	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	45,422,460.	34,222,389.	34,222,389.
	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)	45,669,948.	34,430,597.	34,430,597.	
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 ▶ <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	45,669,948.	34,430,597.	
	30 Total net assets or fund balances (see instructions)	45,669,948.	34,430,597.	
31 Total liabilities and net assets/fund balances (see instructions)	45,669,948.	34,430,597.		

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	45,669,948.
2 Enter amount from Part I, line 27a	2	-9,875,200.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	35,794,748.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 6	5	1,364,151.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,430,597.

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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) 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

1,406,609.

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 instructions) If (loss), enter -0- in
Part I, line 8

3

0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,972,951.	36,771,946.	0.108043
2009	2,090,656.	25,145,446.	0.083143
2008	2,334,351.	22,111,077.	0.105574
2007	1,300,052.	20,644,500.	0.062973
2006	1,522,093.	8,187,419.	0.185906

2 Total of line 1, column (d)**2**

0.545639

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**

0.109128

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5**4**

43,601,362.

5 Multiply line 4 by line 3**5**

4,758,129.

6 Enter 1% of net investment income (1% of Part I, line 27b)**6**

14,071.

7 Add lines 5 and 6**7**

4,772,200.

8 Enter qualifying distributions from Part XII, line 4**8**

11,981,784.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the
Part VI instructions.

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

1 a 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 letter if necessary - see instructions)		1	14,071.
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			
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	14,071.
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	14,071.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,582.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	8,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	17,582.	
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	3,511.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 3,511. Refunded <input type="checkbox"/> 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a 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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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 ATTACHMENT 7	X	

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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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 SOUTHEAST 27TH #224 MERCER ISLAND, WA Telephone no 98040 Located at 7683 ZIP + 4 98040			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2011, 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 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 instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2011? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 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 2011 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 2011)	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 2011?	4b	X

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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 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 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?☐ 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

7b

X

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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 instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 ☐

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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 instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ►		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of 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 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 instructions.	
3 NONE	
Total. Add lines 1 through 3 ►	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	44,066,428.
b	Average of monthly cash balances	1b	198,914.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	44,265,342.
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	
3	Subtract line 2 from line 1d	3	44,265,342.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	663,980.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	43,601,362.
6	Minimum investment return. Enter 5% of line 5	6	2,180,068.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,180,068.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	14,071.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,071.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,165,997.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,165,997.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,165,997.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	11,981,784.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,981,784.
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 instructions)	5	14,071.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,967,713.

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

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Page **9****Part XIII Undistributed Income** (see instructions)

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

Form **990-PF** (2011)

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling ▶

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or

4942(1)(5)

- 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

Tax year

Prior 3 years

(e) Total

(a) 2011

(b) 2010

(c) 2009

(d) 2008

- b** 85% of line 2a

- C** Qualifying distributions from Part XII, line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.

- 3** Complete 3a, b, or c for the alternative test relied upon

- a "Assets" alternative test - enter

- (1) Value of all assets . . .

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . .

- b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- C** "Support" alternative test - enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income .

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

- ## 1 Information Regarding Foundation Managers:

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

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 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>SEE ATTACHMENT 9</div>				<div>11,333,743.</div>
<div>Total</div>			<div>► 3a</div>	<div>11,333,743.</div>
<div>b Approved for future payment</div>				
<div>Total</div>			<div>► 3b</div>	

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 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	515.	
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	1,182,834.	
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)				1,183,349.	
13 Total. Add line 12, columns (b), (d), and (e)				1,183,349.	1,183,349.

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

[illegible]

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

- | 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? | | Yes | No |
|---|---|-----|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | X | |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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 | | |

[illegible]

- 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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

KENNETH BAGSDALE

Preparer's signature

Date	
------	--

Check	
-------	--

PTIN

Check ☐ if self-employed

D00295413

Firm's name ▶ PIONEER SQUARE ADVISORS, LLC

Firm's address ► 1221 SECOND AVENUE, SUITE 320

SEATTLE, WA

98101

Phone no 206-838-4880

Form **990-PF** (2011)

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

BEZOS FAMILY FOUNDATION

Employer identification number

91-2073258

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **BEZOS FAMILY FOUNDATION**Employer identification number
91-2073258**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JEFF BEZOS 505 FIFTH AVENUE SOUTH, SUITE 620 SEATTLE, WA 98104	\$ 940,538.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

91-2073258

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	4,971 SHARES OF AMAZON.COM INC 	\$ <u>940,538.</u>	<u>11/21/2011</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	

Name of organization BEZOS FAMILY FOUNDATION

Employer identification number

91-2073258

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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)	
1,406,698.		6,856 SHARES OF AMAZON.COM PROPERTY TYPE: SECURITIES 89.				D	VARIOUS 1,406,609.	VARIOUS
TOTAL GAIN (LOSS)							<u>1,406,609.</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	515.	515.
TOTAL	<u>515.</u>	<u>515.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

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

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
WA STATE FILING FEES	25.
FEDERAL TAXES	17,000.
TOTALS	<u>17,025.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
MARKETING EXPENSE	104,265.	104,265.
BANK FEES	278.	
OTHER EXPENSE	222,616.	222,616.
SERVICE EXPENSE	294,525.	294,525.
TOTALS	621,684.	621,406.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

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

ATTACHMENT 6FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS (AMZN STOCK)	1,364,151.
TOTAL	<u>1,364,151.</u>

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

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
ZEFRAM, LLC 505 FIFTH AVENUE SOUTH, SUITE 620 SEATTLE, WA 98104	11/21/2011	940,538.
TOTAL CONTRIBUTION AMOUNTS		<u>940,538.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
STEPHEN S. POORE 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0	0
JEFFREY P. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0	0
MACKENZIE T. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0	0
GRAND TOTALS		0	0	0

CAGE

Date of Contribution	Name of Recipient	Address	City, State, ZIP	501(c)(3)	Purpose of Grant or Contribution	Value of Contribution
1/18/2011	Education Reform Now	928 Broadway	New York, NY 10010	Yes	General Operating Support	\$15,000
1/18/2011	92nd Street Y	1395 Lexington Avenue	New York, NY 10128	Yes	Poetry Center Schools Project	25,000
1/18/2011	St. Augustine High School	3205 Varela Avenue	Saint Augustine, FL 32084	Yes	BSP School Award	1,000
1/18/2011	Miami Palmetto Senior High School	7460 SW 118 Street	Pinecrest, FL 33156	Yes	BSP School Award	1,000
1/18/2011	Freedom High School	17410 Commerce Park Boulevard	Tampa, FL 33647	Yes	BSP School Award	1,000
1/18/2011	City Honors School	186 East North Street	Buffalo, NY 14204	Yes	BSP School Award	1,000
1/18/2011	James Madison Memorial High School	201 S. Gammon Road	Madison, WI 53717-1404	Yes	BSP School Award	1,000
1/18/2011	Architecture for Humanity	848 Folsom Suite 201	San Francisco, CA 94107-11	Yes	Students Rebuild Challenge Grant	15,068
1/18/2011	Uncommon Schools	c/o Rhf 826 Broadway, 9th Floor	New York, NY 10003	Yes	General Operating Support	20,000
3/11/2011	Social Venture Partners	1601 2nd Avenue	Seattle, WA 9801	Yes	SV Kids for Seattle Youth Summit	2,500
3/11/2011	Seattle Music Partners	4533 Sunnyside Ave N	Seattle, WA 98103	Yes	General Operating Support	1,000
3/11/2011	Wilford Central School	42 W Main Street	Milford, NY 13807	Yes	BSP School Award	1,000
3/29/2011	Columbia University	622 West 113th Street, Mail Code 45	New York, NY 10025	Yes	WSF Scholar Research Project	11,900
5/21/2011	DoSomething.org	24-32 Union Square E. 4th Floor	New York, NY 10003	Yes	Sponsorship	250
5/21/2011	Grantmakers for Education	720 SW Washington Street, STE 605	Portland, OR 97205	Yes	Annual Membership	10,000
7/13/2011	Nativity Prep	2755 55th Street	San Diego, CA 92105	Yes	Scholarships	375,000
7/12/2011	NBC Universal, Inc	30 Rockefeller Plaza	New York, NY 10112	No	Education Nation Sponsorship	125,000
8/17/2011	NBC Universal, Inc	P O Box 7408	New York, NY 10150	No	Bezos Student Scholar	5,000
7/14/2011	African Leadership Foundation	30 Rockefeller Plaza	New York, NY 10112	Yes	General Operating Support	5,000
8/31/2011	Seattle Robotics Association	35180 NE Moss Creek	Carnation, WA 98014	Yes	Grant Support	26,578
8/2/2011	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	BSP School Award	1,228
9/2/2011	Global China Connection	116 E. 55th Street	New York, NY 10022	Yes	Sponsorship	625
10/7/2011	Childcare Resources	1225 S Waller ST #300	Seattle, WA 98144	Yes	General Operating Support	30,000
12/7/2011	Uncommon Schools	c/o Rhf 826 Broadway, 9th Floor	New York, NY 10003	Yes	BSP School Award	1,000
12/12/2011	Helena High School	31437 Hillman Highway	Glade Spring, VA 24340	Yes	BSP School Award	1,000
12/12/2011	Central High School	1300 Billings Avenue	Helena, MT 59601	Yes	BSP School Award	1,000
12/12/2011	Central High School	423 East Central Street	Springfield, MO 65802-3723	Yes	BSP School Award	1,000
12/12/2011	Presque Isle High School	16 Griffin Street	Presque Isle, ME 04769	Yes	Grant Support	30,000
12/13/2011	Westchester Jewish Community Services	845 North Broadway	White Plains, NY 10603-240	Yes	General Operating Support	15,000
12/16/2011	Seattle Music Partners	4533 Sunnyside Ave N	Seattle, WA 98103	Yes	General Operating Support	40,000
12/8/2011	Relay Graduate School of Education	40 West 20th Street, 6th Floor	New York, NY 10011	Yes	BSP School Award	1,000
12/16/2011	Cypress Creek High School	1101 Bear Crossing Drive	Orlando, FL 32824	Yes	BSP School Award	1,000
12/16/2011	Benjamin Franklin High School	2632 McGuffey Road	Columbus, OH 43211	Yes	BSP School Award	1,000
12/16/2011	International School of the Americas	2001 Leon C. Simon Drive	New Orleans, LA 70122	Yes	BSP School Award	1,000
12/16/2011	North Star Parent Council Fund	1400 Jackson Keller	San Antonio, TX 78213	Yes	BSP School Award	1,000
12/16/2011	African Leadership Academy	600 Clinton Avenue	Newark, NJ 07108	Yes	BSP School Award	1,000
12/16/2011	KIPP San Jose Collegiate	PO Box 7408	New York, NY 10150-7408	Yes	BSP School Award	1,000
12/16/2011		1790 Educational Park Drive	San Jose, CA 95133	Yes	BSP School Award	1,000
						\$781,148.44

BEZOS FAMILY FOUNDATION

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

91-2073258

NON-CASE

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
2/16/2011	Teach for America	315 West 36th Street, 7th Floor	New York, NY 10018	Yes	General Support	339,459	113,742	1,804 Shares AMZN
2/16/2011	Teach for America	315 West 36th Street, 7th Floor	New York, NY 10018	Yes	General Support	10,648	3,594	57 Shares AMZN
3/11/2011	African Leadership Foundation	P O Box 7408	New York, NY 10150	Yes	Challenge Grant for Capital Campaign	139,994	52,962	840 Shares AMZN
3/19/2011	African Leadership Foundation	P O Box 7408	New York, NY 10150	Yes	Challenge Grant for Capital Campaign	3,113	1,198	19 Shares AMZN
3/24/2011	Next Step Fund	86A Sherman Street	Cambridge, MA 02140	Yes	FLO Program	96,718	35,939	570 Shares AMZN
3/28/2011	Next Step Fund	86A Sherman Street	Cambridge, MA 02140	Yes	FLO Program	3,417	1,261	20 Shares AMZN
4/24/2011	African Leadership Foundation	P O Box 7408	New York, NY 10150	Yes	Challenge Grant for Capital Campaign	2,397,021	815,887	12,940 Shares AMZN
5/11/2011	San Francisco Film Society	39 Mesa Street, Suite 110	San Francisco, CA 94129	Yes	Fiscal Sponsor for Movie Institute	178,366	41,904	875 Shares AMZN
5/11/2011	San Francisco Film Society	39 Mesa Street, Suite 110	San Francisco, CA 94129	Yes	Fiscal Sponsor for Movie Institute	6,712	1,313	33 Shares AMZN
5/31/2011	Architecture for Humanity	848 Folsom Street, STE 201	San Francisco, CA 94107	Yes	Sr Japan Project	196,730	39,775	1,000 Shares AMZN
5/31/2011	Architecture for Humanity	1000 North Third Street	Aspen, CO 81611	Yes	Bezos Scholars Program	72,790	14,717	370 Shares AMZN
6/1/2011	Architecture for Humanity	848 Folsom Street, STE 201	San Francisco, CA 94107	Yes	Sr Japan Project	3,309	676	17 Shares AMZN
6/1/2011	Aspen Institute	1000 North Third Street	Aspen, CO 81611	Yes	Bezos Scholars Program	2,336	477	12 Shares AMZN
6/16/2011	Global Nomads Group	381 Broadway, 4th Floor	New York, NY 10013	Yes	General Support	398,066	85,914	2,160 Shares AMZN
6/17/2011	Global Nomads Group	381 Broadway, 4th Floor	New York, NY 10013	Yes	General Support	2,046	438	11 Shares AMZN
6/27/2011	Teach for All	315 W 36th Street	New York, NY 10018	Yes	General Support	495,750	99,438	2,500 Shares AMZN
6/28/2011	Teach for All	315 W 36th Street	New York, NY 10018	Yes	General Support	4,438	875	22 Shares AMZN
7/1/2011	New Schools Venture Fund	49 Stevenson Street, Suite 575	San Francisco, CA 94105	Yes	Project School of One	1,495,142	287,374	7,225 Shares AMZN
7/5/2011	New Schools Venture Fund	49 Stevenson Street, Suite 575	San Francisco, CA 94105	Yes	Project School of One	4,867	915	23 Shares AMZN
8/2/2011	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	I-LABS - Challenge Grant	780,696	143,190	3,600 Shares AMZN
8/2/2011	University of Washington	848 Folsom Street, STE 201	San Francisco, CA 94107	Yes	Students Rebuild Haiti Challenge Grant	390,348	71,595	1,800 Shares AMZN
8/2/2011	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	I-LABS - Bridge Funding	178,910	32,814	825 Shares AMZN
8/2/2011	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	I-LABS - TOE	119,273	21,876	550 Shares AMZN
8/2/2011	University of Washington	1000 North Third Street	Aspen, CO 81611	Yes	Program Support	103,009	10,811	475 Shares AMZN
8/2/2011	University of Washington	848 Folsom Street, STE 201	San Francisco, CA 94107	Yes	Community Builders - Students Rebuild	54,215	4,723	250 Shares AMZN
8/3/2011	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	I-LABS - Challenge Grant	27,113	2,437	129 Shares AMZN
8/3/2011	University of Washington	848 Folsom Street, STE 201	San Francisco, CA 94107	Yes	Students Rebuild Haiti Challenge Grant	18,075	1,625	86 Shares AMZN
8/3/2011	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	I-LABS - TOE	10,929	982	52 Shares AMZN
8/3/2011	University of Washington	1000 North Third Street	Aspen, CO 81611	Yes	Program Support	9,668	869	46 Shares AMZN
8/3/2011	University of Washington	848 Folsom Street, STE 201	San Francisco, CA 94107	Yes	Community Builders - Students Rebuild	7,146	642	34 Shares AMZN
9/6/2011	Teach for America	315 West 36th Street, 7th Floor	New York, NY 10018	Yes	Mathematica Study	53,475	4,798	254 Shares AMZN
9/6/2011	Teach for America	1601 2nd Avenue	Seattle, WA 98101	Yes	Fiscal Sponsor for Movie Institute	226,741	20,345	1,077 Shares AMZN
9/6/2011	Teach for America	1420 King Street	New York, NY 10018	Yes	General Support	40,211	3,608	191 Shares AMZN
9/21/2011	Better Angel's Society/META	3939 Campbell Avenue	Alexandria, VA 22314-2750	Yes	Mobile Classroom/Digital Library Proj	115,718	151	8 Shares AMZN
9/22/2011	KIPP Foundation	520 8th Avenue, Suite 2005	New York, NY 10018	Yes	Fix the Planet Program	249,149	19,929	490 Shares AMZN
9/22/2011	Better Angel's Society/META	3939 Campbell Avenue	Alexandria, VA 22314-2750	Yes	Mobile Classroom/Digital Library Proj	96,273	8,123	430 Shares AMZN
9/23/2011	Whicounts Foundation	1420 King Street	New York, NY 10018	Yes	General Support	896	76	4 Shares AMZN
9/23/2011	League of Education Voters Foundation	PO Box 1727	Seattle, WA 98111	Yes	Fix the Planet Program	4,435	378	20 Shares AMZN
9/23/2011	Woodland Park Zoo	601 N 59th Street	Seattle, WA 98103	Yes	MA Education Reform	3,770	321	17 Shares AMZN
9/27/2011	League of Education Voters Foundation	516 SE Morrison Street, Suite 420	Portland, OR 97214	Yes	Information Science Education	105,341	8,973	475 Shares AMZN
9/27/2011	League of Education Voters Foundation	PO Box 1727	Seattle, WA 98111	Yes	General Support	75,180	6,404	339 Shares AMZN
9/28/2011	Stand for Children Leadership Center	516 SE Morrison Street, Suite 420	Portland, OR 97214	Yes	MA Education Reform	58,285	4,817	255 Shares AMZN
9/29/2011	Lee Next Step Fund	PO Box 4059	Houston, TX 77210	Yes	General Support	1,846	151	8 Shares AMZN
9/30/2011	Lee Next Step Fund	PO Box 4059	Houston, TX 77210	Yes	FLO Program	95,748	8,028	425 Shares AMZN
11/8/2011	Aspen Institute	1000 North Third Street	Aspen, CO 81611	Yes	FLO Program	4,382	378	20 Shares AMZN
11/9/2011	Aspen Institute	1033 Massachusetts Ave, STE 3	Cambridge, MA 02138	Yes	Bezos Scholars Program	77,134	6,706	355 Shares AMZN
11/15/2011	Harvard University	PO Box 2533	Glenwood Springs, CO 81602	Yes	Program Support	416	416	22 Shares AMZN
11/15/2011	Harvard University	1033 Massachusetts Ave, STE 3	Glenwood Springs, CO 81602	Yes	Program Support	727,938	63,282	3,350 Shares AMZN
11/16/2011	Roaring Fork Valley Early Learning Fund	PO Box 2533	Glenwood Springs, CO 81602	Yes	Program Support	21,730	1,889	100 Shares AMZN
11/16/2011	Roaring Fork Valley Early Learning Fund	848 Folsom Street, STE 201	San Francisco, CA 94107	Yes	Program Support	22,052	1,946	103 Shares AMZN
11/23/2011	Architecture for Humanity	210 S Hudson Street	Seattle, WA 98134	Yes	Students Rebuild Japan	3,425	302	16 Shares AMZN
11/25/2011	Architecture for Humanity	210 S Hudson Street	Seattle, WA 98134	Yes	Students Rebuild Japan	195,069	192,989	1,020 Shares AMZN
12/2/2011	The Washington STEM Center	315 West 36th Street, 7th Floor	New York, NY 10018	Yes	Program Support	5,027	5,109	27 Shares AMZN
12/5/2011	Teach for America	516 Roland Street, Suite 1000	Boston, MA 02129-1243	Yes	Growth Fund	486,911	45,409	240 Shares AMZN
12/5/2011	Teach for America	315 West 36th Street, 7th Floor	New York, NY 10018	Yes	Growth Fund	74,607	71,898	240 Shares AMZN
12/6/2011	Teach for America	516 Roland Street, Suite 1000	Boston, MA 02129-1243	Yes	Program Support	13,207	12,866	68 Shares AMZN
12/6/2011	Teach for America	210 S Hudson Street	Seattle, WA 98134	Yes	Program Support	3,496	2,406	18 Shares AMZN
12/6/2011	Teach for America	200 Bedford Street	Manchester, NH 03101	Yes	Program Support	2,719	2,649	14 Shares AMZN
12/6/2011	Teach for America	2218 Third Avenue, 8th Floor	Seattle, WA 98101	Yes	General Support	110,001	107,847	570 Shares AMZN
12/6/2011	Teach for America	200 Bedford Street	Manchester, NH 03101	Yes	General Support	96,422	35,862	510 Shares AMZN
12/9/2011	Teach for America	1218 Third Avenue, 8th Floor	Seattle, WA 98101	Yes	General Support	2,668	283	15 Shares AMZN
12/9/2011	Teach for America	1218 Third Avenue, 8th Floor	Seattle, WA 98101	Yes	General Support	1,721	170	9 Shares AMZN

TOTAL CHARITABLE DISTRIBUTIONS

\$10,552,594

\$3,011,898

11,333,743

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

2011

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 2010 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 1,406,609.
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 2010 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 1,406,609.

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

Schedule D (Form 1041) 2011

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		1,406,609.
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		1,406,609.

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:	16	()
a The loss on line 15, column (3) or b \$3,000		

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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in 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?	25		
<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			
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?	27		
<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			
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 2011 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 2011 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) 2011

Employer identification number

91-2073258

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	1,406,609.
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