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

**2012**

Open to Public Inspection

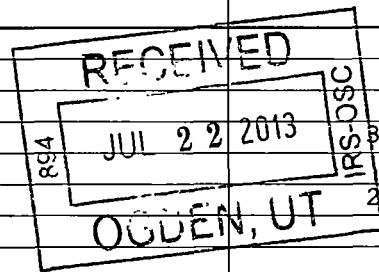
Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation <b>BEZOS FAMILY FOUNDATION</b>		A Employer identification number <b>91-2073258</b>						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>(206) 275-2048</b>						
<b>7683 SOUTHEAST 27TH STREET</b>								
City or town, state, and ZIP code <b>MERCER ISLAND, WA 98040</b>		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply. <table border="1" style="display: inline-table; vertical-align: top;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> 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	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> 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							
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) <b>\$ 32,663,644.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	275.	275.		ATCH 1
<b>4</b> Dividends and interest from securities				
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	3,733,681.			
<b>b</b> Gross sales price for all assets on line 6a <b>2,310,752.</b>				
<b>7</b> Capital gain net income (from Part IV, line 2)		2,310,623.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)				
<b>12</b> Total. Add lines 1 through 11	3,733,956.	2,310,898.		
<b>13</b> Compensation of officers, directors, trustees, etc.	0			
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule) ATCH 2	37,412.			37,412.
<b>b</b> Accounting fees (attach schedule)	3,750.			
<b>c</b> Other professional fees (attach schedule) *	25,000.			25,000.
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see instructions) ATCH 4	20,525.			
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	16,135.			16,135.
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) ATCH 5	894,406.			894,218.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	997,228.			972,765.
<b>25</b> Contributions, gifts, grants paid	14,425,111.			14,425,111.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	15,422,339.	0	0	15,397,876.
<b>27</b> Subtract line 26 from line 12				
<b>a</b> Excess of revenue over expenses and disbursements	-11,688,383.			
<b>b</b> Net investment income (if negative, enter -0-)		2,310,898.		
<b>c</b> Adjusted net income (if negative, enter -0-)				



6/4/10

SCANNED JUL 25 2013

**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

Assets

Liabilities

Net Assets or Fund Balances

	(a) Book Value	(b) Book Value	(c) Fair Market Value
1 Cash - non-interest-bearing . . . . .			
2 Savings and temporary cash investments . . . . .	208,208.	659,155.	659,155.
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) ATCH 6 . . . . .	34,222,389.	32,004,489.	32,004,489.
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) . . . . .	34,430,597.	32,663,644.	32,663,644.
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	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
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 . . . . .	34,430,597.	32,663,644.	
30 Total net assets or fund balances (see instructions), . . . . .	34,430,597.	32,663,644.	
31 Total liabilities and net assets/fund balances (see instructions) . . . . .	34,430,597.	32,663,644.	

**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	34,430,597.
2 Enter amount from Part I, line 27a . . . . .	2	-11,688,383.
3 Other increases not included in line 2 (itemize) ▶ ATCH 7 . . . . .	3	9,921,430.
4 Add lines 1, 2, and 3 . . . . .	4	32,663,644.
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	32,663,644.

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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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	2,310,623.	
<b>3</b> 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 <span style="float: right;">{ }</span>			<b>3</b>	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))
2011	11,967,713.	43,601,362.	0.274480
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.634213
<b>3</b> 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			<b>3</b> 0.126843
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 35,921,361.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 4,556,373.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 23,109.
<b>7</b> Add lines 5 and 6			<b>7</b> 4,579,482.
<b>8</b> 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			<b>8</b> 15,397,876.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 letter if necessary - see instructions)		1	23,109.
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	23,109.
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	23,109.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	16,011.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	20,000.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	36,011.	
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	12,902.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 12,902. 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 Instructions for the 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 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? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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 2012 or the taxable year beginning in 2012 (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 . . . . .		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? . . . . .	13	X	
Website address <b>WWW.BEZOSFAMILYFOUNDATION.ORG</b>				
14	The books are in care of <b>7683 SOUTHEAST 27TH #224 MERCER ISLAND, WA</b> Telephone no <b>98040</b> Located at <b>7683 SOUTHEAST 27TH #224 MERCER ISLAND, WA</b> ZIP+4 <b>98040</b>			
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 2012, 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 <b>_____</b>	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)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here <b>_____</b>		
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 2012? . . . . .	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>_____</b>		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>_____</b>		
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 2012 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 2012) . . . . .	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 2012? . . . . .	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

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

6b

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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
ATCH 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 ☐

**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)

Part XIII Summary of Program-Related Investments (see instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NONE	
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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	36,237,256.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	231,131.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	36,468,387.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	36,468,387.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	547,026.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	35,921,361.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,796,068.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,796,068.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	23,109.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	23,109.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,772,959.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,772,959.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,772,959.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	15,397,876.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	15,397,876.
<b>5</b>	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)	<b>5</b>	23,109.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	15,374,767.

**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 instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				1,772,959.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .				
<b>b</b> Total for prior years 20 10 20 09 20 08 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . . 271,931.				
<b>b</b> From 2008 . . . . . 1,230,517.				
<b>c</b> From 2009 . . . . . 833,416.				
<b>d</b> From 2010 . . . . . 2,151,406.				
<b>e</b> From 2011 . . . . . 9,815,787.				
<b>f</b> Total of lines 3a through e . . . . .	14,303,057.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 15,397,876.				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				1,772,959.
<b>e</b> Remaining amount distributed out of corpus . . . . .	13,624,917.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	27,927,974.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	271,931.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	27,656,043.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . . 1,230,517.				
<b>b</b> Excess from 2009 . . . . . 833,416.				
<b>c</b> Excess from 2010 . . . . . 2,151,406.				
<b>d</b> Excess from 2011 . . . . . 9,815,787.				
<b>e</b> Excess from 2012 . . . . . 13,624,917.				

**Part XIV Private Operating Foundations** (see 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 2012, 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)

**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) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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 or e-mail 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
<b>a</b> Paid during the year SEE ATTACHMENT 9				14,425,111.
<b>Total</b> . . . . .			<b>3a</b>	14,425,111.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			<b>3b</b>	

**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	
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments				14	275.	
<b>4</b> Dividends and interest from securities . . . . .						
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	3,733,681.	
<b>9</b> Net income or (loss) from special events . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal Add columns (b), (d), and (e) . . . . .					3,733,956.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .						3,733,956.

(See worksheet in line 13 instructions 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)	
2,310,752.		9,900 SHS OF AMAZON.COM PROPERTY TYPE: SECURITIES 129.				D	VARIOUS 2,310,623.	VARIOUS
TOTAL GAIN (LOSS) .....							<u>2,310,623.</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	275.	275.
TOTAL	<u>275.</u>	<u>275.</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	35,883.			35,883.
SEED LP	1,529.			1,529.
TOTALS	37,412.			37,412.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL ADVISORY	25,000.	25,000.
TOTALS	<u>25,000.</u>	<u>25,000.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
WA STATE FILING FEES	25.
FEDERAL TAXES	20,500.
TOTALS	<u>20,525.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
MARKETING EXPENSE	284,590.
BANK FEES	188.
OTHER EXPENSE	20,011.
SERVICE EXPENSE	514,757.
EVENT SPONSORSHIP	4,376.
EARLY LEARNING CAMPAIGN	58,760.
DATA ADMINISTRATION	776.
SCHOLARS PROGRAM	10,948.
TOTALS	894,406.

CHARITABLE PURPOSES
284,590.
20,011.
514,757.
4,376.
58,760.
776.
10,948.
894,218.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMAZON COM, INC.	32,004,489.	32,004,489.
TOTALS	<u>32,004,489.</u>	<u>32,004,489.</u>

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

UNREALIZED GAIN/LOSS (AMZN STOCK)

9,921,430.

TOTAL

9,921,430.

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>
MIGUEL A. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0
JACKLYN G. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0
CHRISTINA BEZOS POORE 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0
MARK S. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0
LISA BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	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>
STEPHEN S. POORE 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0
JEFFREY P. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0
MACKENZIE T. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	DIRECTOR	0	0
GRAND TOTALS		<u>0</u>	<u>0</u>



CASH	Date of Contribution	Name of Recipient	Address	City, State, Zip	501(c)(3)?	Purpose of Grant or Contribution	Value of Contribution
	1/6/2012	Architecture for Humanity	848 Folsom Suite 201	San Francisco, CA 94107-1173	Yes	General Support	\$3,000
	1/9/2012	United Way of King County	720 2nd Avenue	Seattle, WA 98104	Yes	Parent-Child Home Program	20,000
	1/24/2012	South Salem High School	1910 Church St SE	Salem, OR 97302	Yes	General Support	1,000
	1/24/2012	Freedom High School	2500 W Taft Vineland Road	Orlando, FL 32837	Yes	General Support	2,000
	1/24/2012	Lawrence High School	7802 Hague Road	Indianapolis, IN 46256	Yes	General Support	1,000
	1/24/2012	City Honors Foundation	186 East North Street	Buffalo, NY 14204	Yes	General Support	1,000
	1/30/2012	The School for the Talented and Gifted	1201 E 8th Street, #216	Dallas, TX 75203	Yes	General Support	1,000
	1/30/2012	Preuss School UCSD	3650 Voigt Drive	San Diego, CA 92037	Yes	General Support	1,000
	1/30/2012	Greeley West High School	2401 35th Avenue	Greeley, CO 80634	Yes	General Support	1,000
	2/9/2012	Lafayette High School	401 Reed Ln	Lexington, KY 40503	Yes	General Support	1,000
	2/9/2012	Chief Sealth International High School	2600 SW Thistle St	Seattle, WA 98126	Yes	General Support	1,000
	1/24/2012	James Madison Memorial High School	201 S Gammon Road	Madison, WI 53717	Yes	General Support	1,000
	2/9/2012	Cornell University	377 Pine Tree Road	Ithaca, NY 14850	Yes	General Support	5,000
	3/7/2012	New Schools Venture Fund	49 Stevenson Street, Suite 575	San Francisco, CA 94105	Yes	Grant Support	26,387
	4/14/2012	DoSomething.org	24-32 Union Square E 4th Floor	New York, NY 10003	Yes	General Support	23,900
	4/14/2012	Midford Central School	42 W Main Street	Midford, NY 13807	Yes	General Operating Support	1,000
	4/14/2012	Seattle Music Partners	4533 Sunnyside Ave N	Seattle, WA 98103	Yes	General Operating Support	10,000
	4/19/2012	Nativity Preparatory School	2755 55th Street	San Diego, CA 92105	Yes	General Support	15,000
	6/19/2012	League of Education Voters Foundation	PO Box 1727	Seattle, WA 98111	Yes	General Support	9,700
	7/9/2012	Architecture for Humanity	848 Folsom Suite 201	San Francisco, CA 94107-1173	Yes	Grant Support	18,000
	7/9/2012	The Art of Revolution	P O Box 30426	Albuquerque, NM 87190	Yes	General Operating Support	59,500
	8/14/2012	NBC Universal, Inc	30 Rockefeller Plaza	New York, NY 10112	No	Education Nation Sponsorship	500,000
	10/7/2012	Fort Bend Independent School	16431 Lexington Blvd	Sugar Land, TX 77479	Yes	General Operating Support	1,000
	10/10/2012	Architecture for Humanity	848 Folsom Suite 201	San Francisco, CA 94107-1173	Yes	General Support	5,000
	8/10/2012	Teach for America	315 West 36th Street, 7th Floor	New York, NY 10018	Yes	General Support	2,500
	11/7/2012	Knox Trail Junior High School	73 Ash Street	Spencer, MA 01562	Yes	General Support	1,000
	12/10/2012	The Art of Revolution	P O Box 30426	Albuquerque, NM 87190	Yes	General Operating Support	22,800
	12/14/2012	Gimley High School	801 Westover Terrace	Greensboro, NC 27408	Yes	General Support	1,000
	12/14/2012	Northeast High School	700 Northeast 56th Street	Oakland Park, FL 33334	Yes	General Support	1,000
	12/14/2012	Walter Payton College Prep	1034 N Wells Street	Chicago, IL 60610	Yes	General Support	1,000
	12/14/2012	Baltimore City College	3220 The Alameda	Baltimore, MD 21218	Yes	General Support	1,000
	12/14/2012	Midford Central School	42 W Main Street	Midford, NY 13807	Yes	General Support	1,000
	12/14/2012	Glendale High School	S Ingram Mill Road	Springfield, MO 65804	Yes	General Support	1,000
	12/14/2012	African Leadership Academy	PO Box 7408	New York, NY 10150-7408	Yes	General Support	1,000
	12/14/2012	Lafayette High School	401 Reed Ln	Lexington, KY 40503	Yes	General Support	1,000
	12/14/2012	Chief Sealth International High School	2600 SW Thistle St	Seattle, WA 98126	Yes	General Support	1,000
	12/14/2012	Columbus Alternative High School	2632 McGuffey Road	Columbus, OH 43211	Yes	General Support	1,000
	12/13/2012	Reley Graduate School of Education	2500 W Taft Vineland Road	Orlando, FL 32837	Yes	General Support	1,000
	12/13/2012	University of Washington Foundation	40 W 20th Street	New York, NY 10011	Yes	General Support	35,000
	12/27/2012	Greater Trinity Academy	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	General Support	23,000
	12/14/2012	Pleasant Hill High School	11229 4th Avenue W	Everett, WA 98204	Yes	General Support	50,000
	12/14/2012	Central High School	84455 N Enterprise Road	Pleasant Hill, OR 97455	Yes	General Support	1,000
	12/14/2012	Clark Central High School	423 East Central	Springfield, MO 65802	Yes	General Support	1,000
	12/14/2012	KIPP San Jose Collegiate	350 South Milledge Avenue	Athens, GA 30605	Yes	General Support	1,000
	12/14/2012	Preuss School UCSD	3650 Voigt Drive	San Jose, CA 95133	Yes	General Support	1,000
	12/14/2012	South Salem High School	1910 Church St SE	San Diego, CA 92037	Yes	General Support	1,065
	12/14/2012	Patrick Henry High School	2102 Grandin Road SW	Roanoke, VA 24015	Yes	General Support	1,000
	12/19/2012	Neugar Evers College Preparatory School	1186 Carroll Street	Brooklyn, NY 11225	Yes	General Support	1,000
	12/19/2012	Cypress High School	1101 Bear Crossing Drive	Orlando, FL 32824	Yes	General Support	1,000
							\$862,852.10

## BEZOS FAMILY FOUNDATION

## STATEMENT ATTACHED TO FORM 990PF FOR Y/E 12/31/2012

91-2073258

NON-CASH	Date of Contribution	Name of Recipient	Address	City, State, Zip	501(c)(3)?	Purpose of Grant or Contribution	Fair Market Value of Contribution	Book Value of Contribution	Description
	2/15/2012	New Schools Venture Fund	49 Stevenson Street, Suite 575	San Francisco, CA 94105	Yes	Grant Support	1,000,134	100,816	5,337 Shares AMZN
	2/16/2012	NYU Langone Medical Center	550 First Avenue	New York, NY 10016	Yes	Grant Support	255,131	26,484	1,402 Shares AMZN
	2/16/2012	KIPP Foundation	39 Mesa Street, Suite 110	San Francisco, CA 94129	Yes	Grant Support	235,153	23,839	1,262 Shares AMZN
	2/16/2012	KIPP Foundation	135 Main Street, Suite 1700	San Jose, CA 94105	Yes	Grant Support	688,699	79,414	4,204 Shares AMZN
	3/1/2012	Thriving By Five	1218 Third Avenue, 8th Floor	Seattle, WA 98101	Yes	Grant Support	72,602	7,556	400 Shares AMZN
	3/21/2012	Aspen Institute	1000 North Third Street	Aspen, CO 81611	Yes	Grant Support	2,499	264	14 Shares AMZN
	3/22/2012	Aspen Institute	1000 North Third Street	Aspen, CO 81611	Yes	General Support	144,578	14,168	750 Shares AMZN
	5/2/2012	San Francisco Film Society	39 Mesa Street, Suite 110	San Francisco, CA 94129	Yes	General Support	5,573	548	29 Shares AMZN
	5/2/2012	Aspen Institute	1218 Third Avenue, 8th Floor	Seattle, WA 98101	Yes	General Support	213,361	17,568	930 Shares AMZN
	5/3/2012	San Francisco Film Society	1000 North Third Street	Aspen, CO 81611	Yes	General Support	168,624	13,884	735 Shares AMZN
	5/3/2012	Aspen Institute	39 Mesa Street, Suite 110	San Francisco, CA 94129	Yes	General Support	108,975	8,973	475 Shares AMZN
	5/3/2012	Aspen Institute	1218 Third Avenue, 8th Floor	Seattle, WA 98101	Yes	General Support	1,842	151	8 Shares AMZN
	5/4/2012	Teach for All	1000 North Third Street	Aspen, CO 81611	Yes	General Support	1,382	113	6 Shares AMZN
	5/4/2012	Teach for All	315 W 36th Street	New York, NY 10018	Yes	General Support	1,151	94	5 Shares AMZN
	5/8/2012	Teach for All	315 W 36th Street	New York, NY 10018	Yes	General Support	493,138	41,086	2,175 Shares AMZN
	5/8/2012	Teach for All	315 W 36th Street	New York, NY 10018	Yes	General Support	345,763	28,807	1,525 Shares AMZN
	5/10/2012	CARE USA	223 Double Gate Way	Sugar Hill, GA 30518	Yes	General Support	7,097	604	32 Shares AMZN
	5/15/2012	Harvard Center for the Developing Child	50 Church Street, 4th Floor	Cambridge, MA 02138	Yes	General Support	4,436	378	20 Shares AMZN
	5/15/2012	The Education Trust	1250 H Street NW, Suite 700	Washington, DC 20005	Yes	General Support	250,322	20,968	1,110 Shares AMZN
	5/16/2012	Harvard Center for the Developing Child	50 Church Street, 4th Floor	Cambridge, MA 02138	Yes	General Support	61,393	61,393	3,250 Shares AMZN
	5/16/2012	The Education Trust	50 Church Street, 4th Floor	Washington, DC 20005	Yes	General Support	418,455	34,852	1,845 Shares AMZN
	6/14/2012	The Seattle Foundation	1250 H Street NW, Suite 700	Washington, DC 20005	Yes	General Support	13,055	1,096	58 Shares AMZN
	6/14/2012	The Seattle Foundation	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	General Support	6,758	567	30 Shares AMZN
	6/15/2012	University of Washington	1200 Fifth Avenue, Suite 1300	Seattle, WA 98101	Yes	General Support	1,504,928	132,513	7,015 Shares AMZN
	6/15/2012	The Seattle Foundation	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	General Support	59,854	5,270	273 Shares AMZN
	6/21/2012	New Profit Inc	1200 Fifth Avenue, Suite 1300	Seattle, WA 98101	Yes	General Support	9,326	812	43 Shares AMZN
	8/21/2012	Harvard Center for the Developing Child	2 Canal Park	Cambridge, MA 02141	Yes	General Support	217	19	1 Shares AMZN
	8/21/2012	Harvard Center for the Developing Child	50 Church Street, 4th Floor	Cambridge, MA 02141	Yes	General Support	250,068	21,157	1,120 Shares AMZN
	8/22/2012	Harvard Center for the Developing Child	50 Church Street, 4th Floor	Cambridge, MA 02138	Yes	General Support	250,020	20,401	1,080 Shares AMZN
	8/29/2012	Global Nomads Group	132 Nassau Street	Cambridge, MA 02138	Yes	General Support	741,690	58,087	3,075 Shares AMZN
	8/31/2012	Global Nomads Group	132 Nassau Street	Cambridge, MA 02138	Yes	General Support	8,465	661	35 Shares AMZN
	9/6/2012	Center for Better Schools	New York, NY 10038	New York, NY 10038	Yes	Grant Support	447,902	34,380	1,820 Shares AMZN
	9/7/2012	Center for Better Schools	Portsmouth, RI 02871	Portsmouth, RI 02871	Yes	Grant Support	2,227	18,607	985 Shares AMZN
	9/7/2012	Center for Better Schools	Portsmouth, RI 02871	Portsmouth, RI 02871	Yes	Grant Support	246,201	18,607	985 Shares AMZN
	9/10/2012	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	Grant Support	3,847	283	15 Shares AMZN
	9/10/2012	University of Washington	P O Box 4059	Houston, TX 77210	Yes	Grant Support	102,072	7,462	395 Shares AMZN
	9/10/2012	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	Grant Support	96,904	7,084	375 Shares AMZN
	9/10/2012	University of Washington	P O Box 4059	Houston, TX 77210	Yes	Grant Support	57,367	4,194	222 Shares AMZN
	9/11/2012	Architecture for Humanity	848 Folsom Suite 201	San Francisco, CA 94107-1173	Yes	Grant Support	3,327	246	13 Shares AMZN
	9/11/2012	Architecture for Humanity	P O Box 4059	Houston, TX 77210	Yes	Grant Support	2,815	208	11 Shares AMZN
	9/11/2012	Architecture for Humanity	848 Folsom Suite 201	San Francisco, CA 94107-1173	Yes	Grant Support	2,559	189	10 Shares AMZN
	9/11/2012	University of Washington	Portage Bay Building, Box 357988	Seattle, WA 98195-7988	Yes	General Support	994,532	72,065	3,815 Shares AMZN
	9/19/2012	New Classroom Innovation Partners	1250 Broadway National Office	New York, NY 10001	Yes	Grant Support	40,146	2,909	154 Shares AMZN
	9/19/2012	New Classroom Innovation Partners	220 2nd Avenue S, 3rd Floor	Seattle, WA 98104	Yes	Grant Support	5,706	416	22 Shares AMZN
	9/21/2012	New Classroom Innovation Partners	1250 Broadway National Office	New York, NY 10001	Yes	Grant Support	73,142	5,327	282 Shares AMZN
	9/21/2012	Stand for Children Leadership Center	516 SE Morrison Street, Suite 42C	Portland, OR 97214	Yes	Grant Support	984,141	73,104	3,870 Shares AMZN
	9/24/2012	Teach for All	315 W 36th Street	New York, NY 10018	Yes	Grant Support	393,960	29,185	1,545 Shares AMZN
	9/25/2012	Teach for All	315 W 36th Street	New York, NY 10018	Yes	Grant Support	151	151	8 Shares AMZN
	9/25/2012	Teach for All	315 W 36th Street	New York, NY 10018	Yes	Grant Support	251	19	1 Shares AMZN
	9/26/2012	Stand for Children Leadership Center	516 SE Morrison Street, Suite 42C	Portland, OR 97214	Yes	Grant Support	6,286	472	25 Shares AMZN
	9/26/2012	Stand for Children Leadership Center	315 W 36th Street	New York, NY 10018	Yes	Grant Support	48,920	3,967	210 Shares AMZN
	9/26/2012	Bellwether Education Partners	37 Royallston Road	Wellesley, MA 02481	Yes	Program Support	1,066	94	5 Shares AMZN
	11/1/2012	Reich Out and Read, Inc	56 Roland Street, Suite 100D	Boston, MA 02129-1243	Yes	Program Support	552,729	41,275	2,185 Shares AMZN
	11/2/2012	Reich Out and Read, Inc	56 Roland Street, Suite 100D	Boston, MA 02129-1243	Yes	Program Support	73,360	5,478	280 Shares AMZN
	12/5/2012	Teach for All	315 West 36th Street, 7th Floor	New York, NY 10018	Yes	Program Support	39,210	2,928	155 Shares AMZN
	12/5/2012	Teach for All	848 Folsom Suite 201	San Francisco, CA 94107-1173	Yes	Program Support	24,032	1,795	95 Shares AMZN
	12/5/2012	KIPP Foundation	135 Main Street, Suite 1700	San Jose, CA 94105	Yes	Program Support	2,280	170	9 Shares AMZN
	12/5/2012	Roaring Fork Valley Early Learning Fund	P O Box 2533	Glenwood Springs, CO 81602	Yes	Program Support	1,773	132	7 Shares AMZN
	12/6/2012	Teach for All	315 West 36th Street, 7th Floor	New York, NY 10018	Yes	Program Support	1,013	76	4 Shares AMZN
	12/6/2012	Teach for All	848 Folsom Suite 201	San Francisco, CA 94103	Yes	Program Support	687,850	51,759	2,740 Shares AMZN
	12/6/2012	KIPP Foundation	135 Main Street, Suite 1700	San Jose, CA 94105	Yes	Program Support	392,878	29,563	1,565 Shares AMZN
	12/6/2012	Roaring Fork Valley Early Learning Fund	P O Box 2533	Glenwood Springs, CO 81602	Yes	Program Support	23,849	1,795	95 Shares AMZN
	12/10/2012	Aspen Institute	1000 North Third Street	Aspen, CO 81611	Yes	Program Support	35,146	2,645	140 Shares AMZN
	12/10/2012	Common Sense Media	650 Townsend, Suite 375	San Francisco, CA 94103	Yes	Program Support	10,503	793	42 Shares AMZN
	12/10/2012	Rainier Scholars	2100 24th Avenue S, Suite 360	Seattle, WA 98144	Yes	Program Support	7,252	546	29 Shares AMZN
	12/10/2012	Reich Out and Read, Inc	56 Roland Street, Suite 100D	Boston, MA 02129-1243	Yes	Program Support	1,250	94	5 Shares AMZN
	12/10/2012	Washington STEM	210 S Hudson Street	Seattle, WA 98134	Yes	Program Support	145,021	10,862	575 Shares AMZN
	12/10/2012	Uncommon Schools Inc	826 Broadway, 9th Floor	New York, NY 10003	Yes	Program Support	757	57	3 Shares AMZN
	12/11/2012	Washington STEM	210 S Hudson Street	Seattle, WA 98134	Yes	Program Support	1,250	94	5 Shares AMZN
	12/11/2012	Aspen Institute	1000 North Third Street	Aspen, CO 81611	Yes	Program Support	10,503	793	42 Shares AMZN
	12/11/2012	Common Sense Media	650 Townsend, Suite 375	San Francisco, CA 94103	Yes	Program Support	7,252	546	29 Shares AMZN
	12/11/2012	Rainier Scholars	2100 24th Avenue S, Suite 360	Seattle, WA 98144	Yes	Program Support	1,250	94	5 Shares AMZN
	12/11/2012	Reich Out and Read, Inc	56 Roland Street, Suite 100D	Boston, MA 02129-1243	Yes	Program Support	145,021	10,862	575 Shares AMZN
	12/12/2012	US First	200 Bedford Street	Manchester, NH 03101	Yes	Program Support	757	57	3 Shares AMZN
	12/13/2012	US First	200 Bedford Street	Manchester, NH 03101	Yes	Program Support	\$13,562,259	\$1,137,726	

TOTAL CHARITABLE DISTRIBUTIONS

\$13,562,259

17,425,111

## 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.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

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)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	

**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)
<b>6a</b>					

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	2,310,623.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	2,310,623.

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

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		2,310,623.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		2,310,623.

**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.

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

**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.

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
<b>Form 1041 filers.</b> Complete this part <b>only</b> 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.	
<b>Caution:</b> Skip this part and complete the <b>Schedule D Tax Worksheet</b> 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.	
<b>Form 990-T trusts.</b> Complete this part <b>only</b> 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 <b>Schedule D Tax Worksheet</b> in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	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) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,400 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> <b>No.</b> Enter the amount from line 23. . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24. . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Schedule D (Form 1041) 2012

