Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: REALNETWORKS FOUNDATION

A Employer identification number: 91-2033075

Number and street (or P O box number if mail is not delivered to street address): 1501 1ST AVENUE SOUTH

Room/suite: 600

B Telephone number (see instructions): (206) 674-2700

City or town, state or province, country, and ZIP or foreign postal code: SEATTLE, WA 98134

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 16,603,301.

J Accounting method: [X] Cash [ ] Accrual [ ] 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 ▶ [ ]

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)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	339,450.	339,450.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	438,919.			
	b Gross sales price for all assets on line 6a 8,590,094.				
	7 Capital gain net income (from Part IV, line 2)		438,919.		
	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) ATCH 2	802,775.			
	12 **Total.** Add lines 1 through 11	1,581,144.	778,369.		
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 3	320.			320.
	b Accounting fees (attach schedule) ATCH 4	13,238.	9,929.		3,309.
	c Other professional fees (attach schedule) *	261,923.	90,350.		171,573.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	12,644.	6,829.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,143.			8,143.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	5,861.	322.		5,539.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	302,129.	107,430.		188,884.
	25 Contributions, gifts, grants paid	1,209,590.			1,209,590.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,511,719.	107,430.	0	1,398,474.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	69,425.			
	b **Net investment income** (if negative, enter -0-)		670,939.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	955.		
	2	Savings and temporary cash investments	937,484.	477,165.	477,165.
	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 8	13,479,754.	14,612,911.	14,612,911.
	c	Investments - corporate bonds (attach schedule) ATCH 9	2,104,437.	1,507,773.	1,507,773.
	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 ▶ ATCH 10)	11,246.	5,452.	5,452.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	16,533,876.	16,603,301.	16,603,301.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	16,533,876.	16,603,301.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	16,533,876.	16,603,301.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	16,533,876.	16,603,301.	

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	16,533,876.
2	Enter amount from Part I, line 27a	2	69,425.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,603,301.
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	16,603,301.

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	438,919.
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))
2012	1,419,914.	16,343,015.	0.086882
2011	1,453,341.	17,143,925.	0.084773
2010	1,816,236.	18,731,734.	0.096960
2009	1,127,393.	20,384,167.	0.055307
2008	504,690.	20,746,606.	0.024326

2	**Total** of line 1, column (d)	2	0.348248
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	0.069650
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,125,212.
5	Multiply line 4 by line 3	5	1,123,121.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,709.
7	Add lines 5 and 6	7	1,129,830.
8	Enter qualifying distributions from Part XII, line 4	8	1,398,474.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	6,709.
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	6,709.
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	6,709.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 5,200.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	5,200.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	4.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,513.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

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

Located at ▶ 1501 1ST AVENUE S. STE 600 SEATTLE, WA ZIP+4 ▶ 98134

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

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? [ ] Yes [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [X] Yes [ ] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] Yes [ ] No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? [ ] Yes [X] No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) [ ] Yes [X] 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 ▶ [ ]			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? [ ] Yes [X] 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? [ ] Yes [X] No			
b	If "Yes," did it have excess business holdings in 2013 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 2013)*	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 2013?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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** No: X

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 11		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		0	0	0

Total number of other employees paid over $50,000 ▶ 0

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
ATCH 12		245,460.
Total number of others receiving over $50,000 for professional services ▶		0

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 ▶	

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	15,643,462.
b	Average of monthly cash balances	1b	726,028.
c	Fair market value of all other assets (see instructions)	1c	1,284.
d	**Total** (add lines 1a, b, and c)	1d	16,370,774.
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	16,370,774.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	245,562.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,125,212.
6	**Minimum investment return.** Enter 5% of line 5	6	806,261.

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	806,261.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,709.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,709.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	799,552.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	799,552.
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	799,552.

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	1,398,474.
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	1,398,474.
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	6,709.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,391,765.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				799,552.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010 504,607.				
d From 2011 1,456,620.				
e From 2012 613,153.				
f **Total** of lines 3a through e	2,574,380.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,398,474.				
a Applied to 2012, 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 2013 distributable amount				799,552.
e Remaining amount distributed out of corpus	598,922.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,173,302.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	3,173,302.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010 504,607.				
c Excess from 2011 1,456,620.				
d Excess from 2012 613,153.				
e Excess from 2013 598,922.				

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 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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 address of the person to whom applications should be addressed

ATCH 13

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

ONLINE AT WWW.REALFOUNDATION.ORG.

c Any submission deadlines

MAY 1ST AND OCTOBER 1ST.

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

SEE GRANT GUIDELINES - ATTACHMENT A.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 14				
Total ▶ **3a**				1,209,590.
b *Approved for future payment*				
NONE				
Total ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	339,450.	
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	438,919.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a UNREALIZED GAIN					802,665.
b ACCRUED INTEREST					110.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				778,369.	802,775.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,581,144.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
11A	UNREALIZED GAIN ON SECURITIES
11B	ACCRUED INTEREST ON BONDS/CDS

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 5/15/14 | Title Foundation Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DONITA M PITTIS	Donita M Pittis CPA	4/30/14		P00286017
Firm's name ▶ KING & OLIASON PLLC			Firm's EIN ▶ 27-4238573	
Firm's address ▶ 514 SECOND AVE. WEST SEATTLE, WA 98119-3928			Phone no 206-285-7242	

Form **990-PF** (2013)

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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					19,347.	
		RETURN OF CAPITAL PROPERTY TYPE: SECURITIES				P	VAR	VAR
5,176.							5,176.	
		PUBLICLY TRADED SECURITIES - MSSB 5406 PROPERTY TYPE: SECURITIES				P	VAR	VAR
4,195,801.		4,155,308.					40,493.	
		WASH SALE ADJUSTMENT - ON SECURITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
773.							773.	
		PUBLICLY TRADED SECURITIES - MSSB 5406 PROPERTY TYPE: SECURITIES				P	VAR	VAR
4,368,997.		3,995,867.					373,130.	
TOTAL GAIN(LOSS)							438,919.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY SMITH BARNEY - 5372	4.	4.
MORGAN STANLEY SMITH BARNEY - 5405	109.	109.
MORGAN STANLEY SMITH BARNEY (INT) - 5406	35,299.	35,299.
MORGAN STANLEY(US TREASURY INT) - 5406	26,680.	26,680.
MORGAN STANLEY SMITH BARNEY (DIV) - 5406	314,733.	314,733.
BOND AMORTIZATION	-23,739.	-23,739.
ACCRUED INTEREST PAID	-13,636.	-13,636.
TOTAL	339,450.	339,450.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
UNREALIZED GAINS/LOSS ON INVESTMENTS	802,665.
ACCRUED INTEREST ON BONDS/CDS	110.
TOTALS	802,775.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DAVIS WRIGHT TREMAINE	320.			320.
TOTALS	320.			320.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
KING & OLIASON PLLC	13,238.	9,929.		3,309.
TOTALS	13,238.	9,929.		3,309.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
JK GROUP - GRANT ADMIN	16,463.		16,463.
REALNETWORKS, INC - MGMT SVS	156,677.	1,567.	155,110.
MSSB - INVESTMENT MGMT FEES	88,783.	88,783.	
TOTALS	261,923.	90,350.	171,573.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAXES	5,815.	
FOREIGN TAXES	6,829.	6,829.
TOTALS	12,644.	6,829.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	2,142.		2,142.
LICENSE & PERMITS	35.		35.
MISCELLANEOUS	153.		153.
MEMBERSHIPS & DUES	1,190.		1,190.
ADR FEES	322.	322.	
OFFICE EXPENSE	2,019.		2,019.
TOTALS	5,861.	322.	5,539.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MORGAN STANLEY SMITH BARNEY	13,479,754.	14,612,911.	14,612,911.
TOTALS	13,479,754.	14,612,911.	14,612,911.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MORGAN STANLEY SMITH BARNEY	2,104,437.	1,507,773.	1,507,773.
TOTALS	2,104,437.	1,507,773.	1,507,773.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DIVIDENDS RECEIVABLE	11,246.	5,452.	5,452.
TOTALS	11,246.	5,452.	5,452.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROB GLASER 1501 1ST AVENUE SOUTH 600 SEATTLE, WA 98134	PRESIDENT & TREASURER 1.00	0	0	0
DREW MARKHAM 1501 1ST AVENUE SOUTH 600 SEATTLE, WA 98134	DIRECTOR 1.00	0	0	0
MICHAEL PARHAM 1501 1ST AVENUE SOUTH 600 SEATTLE, WA 98134	SECRETARY 1.00	0	0	0
TIM WAN 1501 1ST AVENUE SOUTH 600 SEATTLE, WA 98134	DIRECTOR 1.00	0	0	0
	GRAND TOTALS	0	0	0

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

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
KATHRYN SHIELDS 1501 1ST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98134	FOUNDATION MANAGER	156,677.
MORGAN STANLEY SMITH BARNEY 2011 NW MYHRE RD, STE 301 SILVERDALE, WA 98383	INVESTMENT MGMT	88,783.
TOTAL COMPENSATION		245,460.

ATTACHMENT 13

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

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

SEE WWW.REALFOUNDATION.ORG FOR

ADDITIONAL INFORMATION.

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT B ADDRESSES AVAILABLE UPON REQUEST	N/A PUBLIC CHARITY	SEE ATTACHMENT B	1,209,590.
		TOTAL CONTRIBUTIONS PAID	1,209,590.

Guidelines

Eligible Organizations

The RealNetworks Foundation makes grants to charitable organizations as classified under Section 501(c)3 of the United States Internal Revenue Service code.

To be eligible for a **Community Enhancement Grant**, organizations must serve a community where employees of RealNetworks are based. Currently, this includes:

- Seattle, WA (Puget Sound Region)
- Reston, VA (Metro D.C.)
- New York, NY

Eligible organizations must have at least one, full-time, management level employee.

Ineligible Organizations

The RealNetworks Foundation does not make grants to supporting or operating organizations for which the RealNetworks Foundation would be required to take on expenditure responsibility.

In general, the Foundation also does not make grants to:

- Organizations that discriminate.
- Religious or membership-based organizations unless the program is open to the public without regard to affiliation.
- Organizations designated under Section 509 of the U.S. Internal Revenue Service code.
- Individual, K-12 schools, youth groups, clubs, teams, choirs, bands, PTSA etc.
- Capital campaigns.
- General operating funds.
- Endowments.
- Event or conference sponsorships.

The Foundation reserves the right to determine eligibility of any applicant and to adjust its guidelines in response to emerging needs, trends and opportunities.

REALNETWORKS FOUNDATION
2013 GRANTS

Prepared by K&O

	Date	Name	Status of Recipient	Code	Purpose	Amount
Grants						
Employee Matching Grant Program						
	01/31/2013	JK Group	Public Charity	PC	RealNetworks Employee Matching Program	32 504 22
	05/31/2013	JK Group	Public Charity	PC	RealNetworks Employee Matching Program	20,898 82
	09/30/2013	JK Group	Public Charity	PC	RealNetworks Employee Matching Program	26 578 50
	12/31/2013	Northwest Harvest	Public Charity	PC	RealNetworks Employee Matching Program	24 697 00
	12/31/2013	JK Group	Public Charity	PC	RealNetworks Employee Matching Program	14 771 00
Total Employee Matching Grant Program						119 449 54
5-Yr Anniversary & Honorary						
	01/31/2013	JK Group	Public Charity	PC	RealNetworks Employee Anniversary & Honorary Grant	2 250 00
	05/31/2013	JK Group	Public Charity	PC	RealNetworks Employee Anniversary & Honorary Grant	10 500 00
	09/30/2013	JK Group	Public Charity	PC	RealNetworks Employee Anniversary & Honorary Grant	6 250 00
	12/31/2013	JK Group	Public Charity	PC	RealNetworks Employee Anniversary & Honorary Grant	9 500 00
Total 5-Yr Anniversary & Honorary						28 500 00
Competitive Grant Program						
	02/28/2013	JK Group	Public Charity	PC	SEE ATTACHED LIST	494 000 00
	08/31/2013	JK Group	Public Charity	PC	SEE ATTACHED LIST	500 000 00
Total Competitive Grant Program						994 000 00
Emergency Grants						
	04/30/2013	American Red Cross	Public Charity	PC	Health & Human Services	10 000 00
	11/30/2013	American Red Cross	Public Charity	PC	Health & Human Services	50 000 00
Total Emergency Grants						60 000 00
Miscellaneous Grants						
	03/31/2013	King County Bar Foundation	Public Charity	PC	Health & Human Services	1 000 00
	05/31/2013	Austin Foundation	Public Charity	PC	Health & Human Services	1 000 00
	08/31/2013	Philanthropy Northwest	Public Charity	PC	Health & Human Services	2 290 00
	12/31/2013	American Red Cross	Public Charity	PC	Health & Human Services	1 000 00
	12/31/2013	Philanthropy Northwest	Public Charity	PC	Health & Human Services	2 350 00
Total Miscellaneous Grants						7 640 00
Total Grants						1 209,589 54
TOTAL						1,209,589 54

ATTACHMENT B

Realnetworks Foundation
Spring 2013 Grants Paid

Washington	Sector	Grant
Amara	Families with Kids	$10,000
ArtsFund	Arts & Culture	$5,000
Catholic Community Svcs of W WA	Education	$10,000
Child Care Resources	Families with Kids	$7,000
Childhaven	Health	$10,000
Compass Housing Alliance	Adults	$10,000
Crisis Clinic *	Individuals & Families	$10,000
Downtown Emergency Service Center	Adults	$10,000
EarthCorps	Enviro	$10,000
Friends of the Cedar River Watershed	Enviro	$7,500
Friends of the Children of King County	Education	$10,000
Hopelink	Employment	$7,500
Imagine Housing	Families with Kids	$5,000
King County Bar Foundation	Individuals & Families	$10,000
KITH *	Families with Kids	$10,000
KUOW-Puget Sound Public Radio	Enviro	$10,000
LifeWire	Families with Kids	$10,000
Little Bit Therapeutic Riding Center	Health	$10,000
Medical Teams International	Health	$10,000
Millionair Club	Health	$10,000
Neighborhood House	Individuals & Families	$10,000
Northwest Harvest	Hunger Relief	$10,000
Pacific Education Institute *	Enviro	$10,000
Plymouth Housing Group	Adults	$10,000
Rosehedge/Multifaith Works *	Adults	$7,500
Rotary First Harvest	Hunger Relief	$10,000
Ryther Child Center *	Health	$10,000
Seattle Art Museum	Arts & Culture	$10,000
Seattle Children's Hospital	Families with Kids	$10,000
Seattle Education Access	Education	$10,000
Seattle Jobs Initiative	Employment	$10,000
Seattle Youth Symphony Orchestras	Arts & Culture	$10,000
Senior Services of Seattle-King County	Hunger Relief	$10,000
Siff Group	Arts & Culture	$7,500
Sightline (NW Environment Watch)	Enviro	$10,000
Technology Access Foundation	Education	$10,000
Teen Feed	Hunger Relief	$7,500
The Market Foundation	Hunger Relief	$10,000
The Vera Project	Arts & Culture	$5,000
Town Hall Association	Arts & Culture	$10,000
Volunteers of America *	Adults	$2,500
Wellspring Family Services	Families with Kids	$10,000
Year Up	Employment	$10,000
Youthcare	Employment	$10,000
		$402,000
Reston/DC	**Sector**	**Grant**
WETA Public TV	Education	$10,000
So Others Might Eat *	Employment	$10,000
N Street Village	Employment	$10,000
Medical Care for Children Partnership	Health	$10,000
DC Central Kitchen	Employment	$10,000
Bread for the City	Family Stabiliztion	$10,000
Food & Friends *	Hunger Relief	$8,000
Herndon-Reston FISH	Family Stabiliztion	$7,000
	Reston/DC Total	**$75,000**
New York City	**Sector**	**Grant**
Catholic Charities NY	Family Stabiliztion	$10,000
Friends of the Children New York *	Education	$8,000
Leap Inc	Employment	$5,000
	NYC Total	**$23,000**
	Grand Total	**$500,000**
***Applicant has not received a grant previously**		

ATTACHMENT B

Realnetworks Foundation
February 2013 Grants Paid

Name/DBA	Program Title	Grant
Atlantic Street Center*	Teens as Parents Program	$10,000
Capitol Hill Housing	Resident Services	$10,000
Domestic Violence Services of Snohomish Co.	A Warm Meal in a Safe Shelter	$10,000
Friends Of Youth*	Homeless Youth Services Ctr	$10,000
Housing Hope*	College of Hope	$10,000
Mary's Place	Emergency Family Shelter	$10,000
Mercy Housing Northwest	Service-Enriched Housing	$10,000
World Association for Children and Parents*	US Kids Program	$10,000
West Seattle Helpline*	Working Poor Assistance	$10,000
Eastside Friends of Seniors*	Senior Outreach Program	$10,000
Operation Nightwatch	Senior Housing Program	$5,000
King Co. Sexual Assault Resource Ctr*	Sexual Assault Victim Legal Aid	$10,000
Legal Action Catholic Community Svcs*	Homelessness Prevention Project	$10,000
Seattle Community Law Center	Disabled Homeless Advocacy	$10,000
Housing & Family Stabilization - WA	**Sector Totals**	**$135,000**
Name/DBA	**Program Title**	**Grant**
Farestart*	Culinary Job Training Program	$10,000
Jubilee Women's Center*	Empowering Low-Income Women	$10,000
Lighthouse for the Blind, Inc.*	Deaf-Blind Technology Center	$10,000
Navos*	Employment Services	$10,000
Real Change *	Vendor Services Program	$10,000
Refugee Women's Alliance	Employment & Training Services	$10,000
Tacoma Goodwill Industries	Warehouse Logistics Program	$10,000
WA Community Alliance for Self-Help	Microenterprise Development Svcs	$10,000
YWCA of Seattle -King & Snohomish*	Employment & Training Program	$5,000
Employment & Training - WA	**Sector Totals**	**$85,000**
Name/DBA	**Program Title**	**Grant**
Bailey-Boushay House*	Outpatient Program	$10,000
Transitional Resources*	Combating Chemical Dependency	$10,000
Gilda's Club Seattle	Family Cancer Support Program	$5,000
Westside Baby*	Car Seat Recycling Program	$5,000
Food Lifeline	Kids Cafe	$10,000
Health & Hunger Relief	**Sector Total**	**$40,000**
Name/DBA	**Program Title**	**Grant**
City Year*	Whole School, Whole Child	$10,000
Communities In Schools of Seattle*	School Site Coordination	$10,000
Seattle Library Foundation*	Raising A Reader	$10,000
Seattle MESA	9th Grade Bridge	$10,000
Seattle Police Foundation*	The If Project	$10,000
UW Foundation*	UW Engineering Mathematics Academy	$10,000
Facing the Future	STEM Real-World Connections	$5,000
Education - WA	**Sector Totals**	**$65,000**

ATTACHMENT B

Realnetworks Foundation
February 2013 Grants Paid

Name/DBA	Program Title	Grant
5th Avenue Theatre*	Accessibility Services at The 5th	$10,000
Seattle Center Foundation*	Festál 2013 - Cultural Festivals	$10,000
A Contemporary Theatre*	Young Playwrights Program	$7,500
Kirkland Center of the Performing Arts*	Spotlight	$7,500
Arts & Culture - WA	**Sector Totals**	**$35,000**
Name/DBA	**Program Title**	**Grant**
Woodland Park Zoo Society*	Woodland Park Zoo Youth Programs	$10,000
Puget Soundkeeper Alliance*	Clean Water Act Enforcement Project	$10,000
Mountains To Sound Greenway*	Greenway Expansion	$10,000
Environment - WA	**Sector Totals**	**$30,000**
Name/DBA	**Program Title**	**Grant**
DC Law Students In Court*	Civil Division Program	$10,000
Facets Cares*	Preventing and Ending Homelessness	$10,000
Homeless Children's Playtime Project	Opportunities for Children in Shelters	$10,000
Reston Interfaith*	Foreclosure Prevention Program	$10,000
Miriam's Kitchen*	Case Management Program	$10,000
Shelter House, Inc	Job Search Assistance Program	$9,000
Reston/DC	**Region Total**	**$59,000**
Name/DBA	**Program Title**	**Grant**
Girls Inc. of New York City	Girls Build IT	$10,000
YWCA of NY	Women's Empowerment Network	$10,000
Free Arts NYC*	Parents and Children Together with Art	$10,000
CITY HARVEST INC	Emergency Food Distribution	$10,000
Muscular Dystrophy Association*	Medical Equipment Loan Program	$5,000
New York City	**Region Total**	**$45,000**
Team	**Grand Total**	**$494,000**

* Applicant has not received a grant previously

ATTACHMENT B