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

OMB No 1545-0052

Do not enter Social Security numbers on this form as it may be made public. Department of the Treasury Internal Revenue Service ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf. Open to Public Inspection For calendar year 2013 or tax year beginning 2013, and ending 20

		OS FAMILY FOUNDATION								ification number
_		Der and street (or P O box number if mail is not delivered	to street	addmoo)		Baam/au		91-2		
	.,,	ver and street (or P.O. box humber it mail is not delivered	i to street	address)		Room/sui	te	B relepno		ber (see instructions) 06) 275-2048
	768	3 SOUTHEAST 27TH STREET				224			(2	00) 2/3-2046
_	City o	or town, state or province, country, and ZIP or foreign po	stal code	-		1	-		_	
		- ·						C If exemp	tion appli	cation is
	MER	CER ISLAND, WA 98040						pending,	check he	re
G	Che	eck all that apply Initial return		Initial return	of a former i	oublic cha	ritv	D 4 5		
		Final return		Amended re						ations, check here . P rations meeting the
_		Address change		Name chang	e			85% t	est, check	here and attach
H	_Che	eck type of organization: X Section 501(c)(3) ex	cempt private	oundation			_		
	s	Section 4947(a)(1) nonexempt chantable trust	O	ther taxable pr	ıvate founda	ition				on status was terminated (b)(1)(A), check here.
1	Fair	market value of all assets at J Acco	unting r	nethod X C	ash Acc	crual				is in a 60-month termination
			ther (sp	ecify)						b)(1)(B), check here
_	16)	▶ \$ 24,851,414. (Part I,	column	(d) must be or	n cash basis.))				
i	art	Analysis of Revenue and Expenses (The	(a) F	Revenue and	(b) Net inv	octmont	,	a) Adulatos	l not	(d) Disbursements
		total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in	ех	penses per	incon		,	c) Adjusted income		for charitable purposes
_	T	column (a) (see instructions).)		books						(cash basis only)
	1	Contributions, grits, grants, etc., received (attach schedule). Check X if the foundation is not required to								
8	2	Check X attach Sch B		0.47		247				
~	3	Interest on savings and temporary cash investments		247		247.				ATCH 1
67 FB	4	Dividends and interest from securities		· · · · · · · · · · · · · · · · · · ·						
	l	Gross rents								
2 26 30 40 40 40 40 40 40 40 40 40 40 40 40 40		Net rental income or (loss)		4,104,668						
		Net gain or (loss) from sale of assets not on line 10 Gross sales price for all 4,709,811.		4,104,000						
Revenu Revenu	_	assets on line oa			4.70	9,612.				
2 2		Capital gain net income (from Part IV, line 2) .			17,70	75,012.				
SCANATO Reven	8	Net short-term capital gain								
ू इ	9 10 a	Gross sales less returns								
ID.		and allowances · · · · · Less Cost of goods sold .								*
		Gross profit or (loss) (attach schedule)								
	11	Other income (attach schedule)		**						1
	12	Total. Add lines 1 through 11	4	4,104,915.	4,70	9,859.				
_	13	Compensation of officers, directors, trustees, etc		C		-				
.	مما	Other employee salanes and wages								****
ses	15	Pension plans, employee benefits		. 						
per	16a	Legal fees (attach schedule) ATCH 2		88,409.						88,40
Щ	b	Accounting fees (attach schedule)ATCH 3		7,500.						
<u>ĕ</u> .	c	Other professional fees (attach schedule). * .		858,158.		REC	EI.	<u>VEU</u>		858,1
Ī	17	Interest					•	. , , ,	1001	
nis.	18	Taxes (attach schedule) (see instructions)ATCH 5		43,025.	000	AUG	99	2014	121	
Ë	19	Depreciation (attach schedule) and depletion.			12	AUU			186	
Ą	20	Occupancy		54 505	<u> </u>	OG	75	NUI	\	<u> </u>
P	21	Travel, conferences, and meetings		54,526.		00			امسب	54,52
G.	22	Printing and publications	,	2 000 005	•	- ·			_	0.000
Ĕ	23	Other expenses (attach schedule)ATCH . 6 .	-	2,808,805.	·					2,808,49
Operating and Administrative Expe	24	Total operating and administrative expenses.		3,860,423.						2 000 5
Ö		Add lines 13 through 23		7,117,267.						3,809,58
	25	Contributions, gifts, grants paid		0,977,690.						0 20,926,8
-	26	Total expenses and disbursements Add lines 24 and 25	20	0, 511, 090.						20, 920, 83
	27	Subtract line 26 from line 12.	-14	6,872,775.						
		Excess of revenue over expenses and disbursements		·, · · · · · · · · · · · · · · · · · ·	4.70	9,859.	ļ			
		Net investment income (if negative, enter -0-)			1,70	,				
_	с	Adjusted net income (if negative, enter -0-)		 	1.70	PCU /				

JSA For Paperwork Reduction Act Notice, see instructions. 3E1410 1 000

1 Cash -non-interest-bearing Cash -non	P	art II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year	Beginning of year	End	of year
2 Savings and temporary cosh investments	_			amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
2 Savings and temporary cosh investments		1	Cash - non-interest-bear	ng			
a Accounts receivable ► Less allowance for doubtful accounts ► Pledges receivable ► Less allowance for doubtful accounts ► 5 Grants receivable ← Receivables due from Officers, directors, frustees, and other disqualified persons (attach schedule) ← Less allowance for doubtful accounts ► Less allowance for doubtful accounts ► Less allowance for doubtful accounts ← Personal officers of use Prepare doubtful accounts ← Pr	ļ	2 `	Savings and temporary	cash investments	659,155.	424,330.	424,330
4 Piedges receivable → Less allowance for doubtful accounts ▶ 1 4 Piedges receivable → 1 5 Grants receivable of r	- 1	3	Accounts receivable ▶				
Pickges recewable Less allowance for doubtful accounts Section Sect			Less: allowance for dou	btful accounts ▶			
S Grants payable and acround expenses							
5 Grants receivable 6 Receivables due from officers, directors, irustees, and other disqualified persons (attach schedule) (see instructions). 7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ 9 Prepared expenses and deferred charges. 10 a livestments - US and state government obligations (attach schedule). 10 investments - corporate bonds (attach schedule). 11 investments - corporate bonds (attach schedule). 12 investments - corporate bonds (attach schedule). 13 investments - corporate bonds (attach schedule). 14 investments - corporate bonds (attach schedule). 15 investments - tong boardings. 16 Lass accumulated deprecation ▶ 16 Lass accumulated deprecation ▶ 17 Investments - bond deprecation ▶ 18 Lass accumulated deprecation ▶ 19 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1). 19 Deferred revenue 19 Deferred revenue 20 Loans from officers, directors, institutes, and other dequalified persons 19 Deferred revenue 20 Loans from officers, directors, institutes, and other dequalified persons 19 Deferred revenue 21 Control institutes (describe ▶ 22 Control institutes (describe ト 22 Control institutes (describe ト 23 Total liabilities (describe lines 27 through 31. 24 Linestricted . 25 Pend-on creptal supplies, orabilities (describe lines 27 through 31. 26 Permanently restricted . 27 Pend-on creptal supplies, orabilities (describe lines 27 through 31. 28 Pend-on creptal supplies, orabilities (describe lines 27 through 31. 29 Pend-on creptal supplies, orabilities (describe lines 27 through 31. 21 Total liabilities and net assets fruit has a cumulated incines, endowment, or other funds . 22 Pend-on creptal supplies, accumulated incines, endowment, or other funds . 23 Total liabilities and net assets fruit has a cumulated incines (describe funds . 24 Pend-on creptal supplies, accumulated incines (describe funds . 25 Pend-on creptal supplies, accumulated incines (describe funds . 26 Permanently restricted . 27 Pend-on creptal supp			Less allowance for dou	btful accounts ▶			
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11 Investments - corporate bonds (attach schedule)		b	Investments - corporate	stock (attach schedule) ATCH 7	32,004,489.	24,427,084.	24,427,084
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13 Investments - other (attach schedule) 14 Land, buildings, and equipment biasis schedule) 15 Other assets (describe		12	•				
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Control Section Schedule)		14	Land, buildings, and	•	· · · · · · · · · · · · · · · · · · ·		
15 Total assets (to be completed by all filers - see the instructions Also, see page 1. item 1)			Less accumulated deprecia	tion b			
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		15	(attach schedule) Other assets (describe 1				
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Foundations that follow SFAS 117, check here. and complete lines 24 through 26 and lines 30 and 31. 24 Unrestricted		23	Total liabilities (add line	s 17 through 22)	o	0	
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5 Decreases not included in line 2 (itemize) ▶5	4	Add	lines 1, 2, and 3			4	24,851,414.
	5	Dec	reases not included in	1 0 //) >			
					line 5) - Part II, column (b	o), line 30 6	24,851,414.

Page 3

(a) List an 2-story b	d describe the kind(s) of property sold orick warehouse, or common stock, 200	(e g , real estate, shs. MLC Co.)	(b) How acquired P - Purchase	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr.)
1a SEE PART IV SCHE			D - Donation	(
b					
C			†		 -
d		10			
е					
	(f) Depreciation allowed	(g) Cost or other basis		(h) Gain or (lo	56)
(e) Gross sales price	(or allowable)	plus expense of sale		(e) plus (f) minu	
а					
b				-	_
С					
d					
е					
Complete only for assets	showing gain in column (h) and owner	ed by the foundation on 12/31/69	(h	Gains (Col (h) ga	ain minus
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (ı) over col. (յ), ıf any		(k), but not less t Losses (from co	han -0-) or
a					
b					
C					
d					
e					
2 Canital ages not income a	(not contol loss)	gain, also enter in Part I, line 7			-
2 Capital gain net income oi	(riet capital loss)	(loss), enter -0- in Part I, line 7	2	4,	709,612.
3 Net short-term capital gail	n or (loss) as defined in sections 12	222(5) and (6):			
If gain, also enter in Pa	rt I, line 8, column (c) (see inst	tructions) If (loss), enter -0- in $igrlack{1}{2}$			
Part I, line 8	<u> </u>	j	3		0
Part V Qualification (For optional use by domesti	Under Section 4940(e) for Re c private foundations subject to the	duced Tax on Net Investment I e section 4940(a) tax on net invest	ncome	me.)	
Part V Qualification (For optional use by domestion of the section 4940(d)(2) applies. Was the foundation liable for	Under Section 4940(e) for Rec private foundations subject to the leave this part blank the section 4942 tax on the distril	duced Tax on Net Investment I be section 4940(a) tax on net invest butable amount of any year in the b	ncome ment inco		Yes X No
Part V Qualification (For optional use by domesti If section 4940(d)(2) applies, Was the foundation liable for If "Yes," the foundation does	Under Section 4940(e) for Recommended to the control of the control of the control of the control of the section 4942 tax on the distribution of qualify under section 4940(e)	duced Tax on Net Investment Inves	ment incor	1?	Yes X No
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Part V Qualification (For optional use by domestical section 4940(d)(2) applies. Was the foundation liable for if "Yes," the foundation does. 1 Enter the appropriate ame (a) Base period years	Under Section 4940(e) for Rec private foundations subject to the leave this part blank the section 4942 tax on the distril not qualify under section 4940(e) ount in each column for each year (b)	duced Tax on Net Investment I be section 4940(a) tax on net invest butable amount of any year in the b Do not complete this part r; see the instructions before making (c)	ncome ment incor pase period g any entri	es. (d) Distribution ra	utio
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Part V Qualification (For optional use by domestical dispersion of the section 4940(d)(2) applies, Was the foundation liable for the section does of the section of the section of the section does of the section	Under Section 4940(e) for Rec private foundations subject to the leave this part blank the section 4942 tax on the distril not qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 15,374,767. 11,967,713. 3,972,951.	duced Tax on Net Investment I be section 4940(a) tax on net invest butable amount of any year in the b Do not complete this part c; see the instructions before making (c) Net value of nonchantable-use assets 35, 921, 361. 43, 601, 362. 36, 771, 946.	ncome ment incor pase period g any entri	d? es. (d) Distribution ra (col (b) divided by	o. 274480 0.108043
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Part V Qualification (For optional use by domestical description of the section 4940(d)(2) applies. Was the foundation liable for the section does of the section doe	under Section 4940(e) for Rec private foundations subject to the leave this part blank the section 4942 tax on the distril not qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 15,374,767. 11,967,713. 3,972,951. 2,090,656. 2,334,351.	duced Tax on Net Investment I be section 4940(a) tax on net invest outable amount of any year in the beautiful to not complete this part resee the instructions before making (c) Net value of nonchantable-use assets 35, 921, 361. 43, 601, 362. 36, 771, 946. 25, 145, 446. 22, 111, 077.	ncome ment income pase period g any entri	d? es. (d) Distribution ra (col (b) divided by	0.428012 0.274480 0.108043 0.083143 0.105574
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Part V Qualification (For optional use by domestical dispersion of the section 4940(d)(2) applies. Was the foundation liable for the section does. I Enter the appropriate ame (a) Base penod years Calendar year (or tax year beginning in) 2012 2011 2010 2009 2008 2 Total of line 1, column (d.) Average distribution ration number of years the foundation does.	Under Section 4940(e) for Recommendations subject to the leave this part blank the section 4942 tax on the distrillation of qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 15,374,767. 11,967,713. 3,972,951. 2,090,656. 2,334,351.	duced Tax on Net Investment I be section 4940(a) tax on net invest to be section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on tax on tax on tax of t	ncome ment incol pase period g any entri	es. (d) Distribution ra (col (b) divided by	0.428012 0.274480 0.108043 0.083143 0.105574 0.999252 0.199850
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Part V Qualification (For optional use by domestical dispersion of the section 4940(d)(2) applies. Was the foundation liable for the section does of the section does	Under Section 4940(e) for Recommendations subject to the leave this part blank the section 4942 tax on the distribution of qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 15,374,767. 11,967,713. 3,972,951. 2,090,656. 2,334,351. for the 5-year base period - divided a dation has been in existence if less incharitable-use assets for 2013 from	duced Tax on Net Investment I be section 4940(a) tax on net invest to be section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on the best section 4940(a) tax on net invest tax on tax on tax on tax of t	ncome ment income gany entri	es. (d) Distribution ra (col (b) divided by	0.428012 0.274480 0.108043 0.083143 0.105574 0.999252 0.199850 625,931.
Part V Qualification (For optional use by domestical description of the section 4940(d)(2) applies. Was the foundation liable for lif "Yes," the foundation does 1 Enter the appropriate ame (a) Base penod years Calendar year (or tax year beginning in) 2012 2011 2010 2009 2008 2 Total of line 1, column (d) 3 Average distribution ration number of years the foundation of the section of th	Under Section 4940(e) for Recommendations subject to the distributions are the section 4942 tax on the distribution of qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 15,374,767. 11,967,713. 3,972,951. 2,090,656. 2,334,351. In the 5-year base period - dividing distribution has been in existence if less incharitable-use assets for 2013 from the force (1% of Part I, line 27b).	duced Tax on Net Investment I le section 4940(a) tax on net invest butable amount of any year in the butable amount of any year amount of any year in the butable amount of any	ncome ment income gany entri	d? es. (d) Distribution ra (col (b) divided by 29,	0.428012 0.274480 0.108043 0.083143 0.105574 0.999252 0.199850 625,931.
Part V Qualification (For optional use by domestic If section 4940(d)(2) applies, Was the foundation liable for if "Yes," the foundation does 1 Enter the appropriate ame (a) Base penod years Calendar year (or tax year beginning in) 2012 2011 2010 2009 2008 2 Total of line 1, column (d) 3 Average distribution ration number of years the foundation of the properties of t	Under Section 4940(e) for Recommendations subject to the distributions are the section 4942 tax on the distribution of qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 15,374,767. 11,967,713. 3,972,951. 2,090,656. 2,334,351. In the 5-year base period - dividing distribution has been in existence if less incharitable-use assets for 2013 from the force (1% of Part I, line 27b).	duced Tax on Net Investment I le section 4940(a) tax on net invest butable amount of any year in the butable amount of any year and year in the butable amount of any year in t	pase period g any entri	d? es. (d) Distribution ra (col (b) divided by 29,	0.428012 0.428012 0.274480 0.108043 0.083143 0.105574 0.999252 0.199850 625,931. 920,742. 47,099.
Part V Qualification (For optional use by domestication of the section 4940(d)(2) applies. Was the foundation liable for the section does of the	Under Section 4940(e) for Recommendations subject to the deave this part blank the section 4942 tax on the distribution of qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 15,374,767. 11,967,713. 3,972,951. 2,090,656. 2,334,351. In the 5-year base period - dividing dation has been in existence if less incharitable-use assets for 2013 from the form of Part I, line 27b).	duced Tax on Net Investment I le section 4940(a) tax on net invest butable amount of any year in the butabl	pase period g any entri	29, 5,	0.428012 0.428012 0.274480 0.108043 0.083143 0.105574 0.999252 0.199850 625,931. 920,742. 47,099. 967,841.
Part V Qualification (For optional use by domestication of the section 4940(d)(2) applies. Was the foundation liable for the section does of the	Under Section 4940(e) for Recommendations subject to the deave this part blank the section 4942 tax on the distribution of qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 15,374,767. 11,967,713. 3,972,951. 2,090,656. 2,334,351. In the 5-year base period - dividing dation has been in existence if less incharitable-use assets for 2013 from the form of Part I, line 27b).	duced Tax on Net Investment I le section 4940(a) tax on net invest butable amount of any year in the butable amount of any year amount of any year in the butable amount of any	pase period g any entri	29, 5,	col (c)) 0.428012 0.274480 0.108043 0.083143 0.105574 0.999252 0.199850 625,931. 920,742. 47,099. 967,841.

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

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)

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

Х

Х

Х

Х

6

7

8b

Form 990-PF (2013)

Total number of other employees paid over \$50,000

Form 990-PF		Page 7
Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Emp and Contractors (continued)	loyees,
3 Five	highest-paid independent contractors for professional services (see instructions). If none, enter "NO	NE."
	(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
ATCH 10		87,633
Total num	per of others receiving over \$50,000 for professional services	•
Part IX-A	Summary of Direct Charitable Activities	
	indation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number on and other beneficianes served, conferences convened, research papers produced, etc.	f Expenses
1 SEE	ATTACHMENT A	
		2,384,970
2 		- -
3		
		-
4		_
		-
Part IX-E	Summary of Program-Related Investments (see instructions)	
	ne two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 _ NON!] 	-
		-
2		-
		-
	ogram-related investments. See instructions	
3 NON	: 	-
		-
Total. Add	lines 1 through 3	•

Form **990-PF** (2013)

Page 8

Part	Minimum Investment Return (All domestic foundations must complete this part. Foreign see instructions.)	gn found	ations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes		
а	Average monthly fair market value of securities	1a	29,717,667.
b	Average of monthly cash balances	1b	359,420.
C	Fair market value of all other assets (see instructions)	1c	
d	lotal (add lines 1a, b, and c)	1d	30,077,087.
e	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see	3	30,077,087.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see		
	instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	4	451,156.
5		5	29,625,931.
6_	Minimum investment return. Enter 5% of line 5	6	1,481,297.
Par	XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating found and certain foreign organizations check here ▶ □ and do not complete this part)	dations	
1	Minimum investment return from Part X, line 6	1	1,481,297.
2 a	47.000		
b	Income tax for 2013. (This does not include the tax from Part VI)		
c		2c	47,099.
3	Add lines 2a and 2b Distributable amount before adjustments Subtract line 2c from line 1	3	1,434,198.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,434,198.
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	1,434,198.
Par	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	20,926,855.
b	Program-related investments - total from Part IX-B	1b	<u></u> _
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
_		2	
3	purposes 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	20,926,855.
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	47,099.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,879,756.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when c qualifies for the section 4940(e) reduction of tax in those years	alculating	whether the foundation

Form **990-PF** (2013)

Form 990-PF (2013) Page 9 Part XIII Undistributed Income (see instructions) (a) (b) (c) Corpus Years prior to 2012 2012 2013 Distributable amount for 2013 from Part XI, 1,434,198. Undistributed income, if any, as of the end of 2013 Enter amount for 2012 only . . Total for pnor years 20 11 ,20 10 ,20 09 Excess distributions carryover, if any, to 2013: 1,230,517 From 2008 From 2009 833,416. 2,151,406. From 2010 9,815,787. From 2011 13,624,917. From 2012 Total of lines 3a through e 27,656,043. Qualifying distributions for 2013 from Part XII. 20,926,855. line 4: ► \$ a Applied to 2012, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions). Treated as distributions out of corpus (Election required - see instructions) 1,434,198. d Applied to 2013 distributable amount 19,492,657 Remaining amount distributed out of corpus . . Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) Enter the net total of each column as indicated below: 47,148,700 Corpus Add lines 3f, 4c, and 4e. Subtract line 5 Prior years' undistributed income Subtract line 4b from line 2b 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 4a from line 2a. Taxable amount - see f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) 1,230,517. Excess distributions carryover to 2014. 45,918,183 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. 833,416 a Excess from 2009 . . . 2,151,406 Excess from 2010 . . . 9,815,787 Excess from 2011 . . .

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Excess from 2012 . . .

e Excess from 2013.

13,624,917.

19,492,657.

other conditions, complete items 2a, b, c, and d

The name, address, and telephone number or e-mail address 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:

Page **11**

Form 990-PF (2013)				Page 11
Part XV Supplementary Information ((continued)			
3 Grants and Contributions Paid Duri Recipient	If recipient is an individual,	Foundation		
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 SEE ATTACHMENT 10	or substantial contributor	recipient		17,117,267
Total	· · · · · · · · · · · · · · · · · · ·		▶ 3a	17,117,267
b Approved for future payment				
Total			▶ 3b	

1 Program service revenue. Description of the contracts from government agences General Service and contracts from government agences Amount Service and contracts from securities A Service and contracts from securities	Part XVI-A Analysis of Income-Proc					
8 Five and contracts from government agencies 2 Membership dues and assessments 3 Interest on search measurems 4 Dividends and interest from securities 5 Net rental norme or (loss) from securities 6 Net rental norme or (loss) from securities 7 Net rental norme or (loss) from parallel state: 8 Debt-financed property 9 Not debt-financed property 9 Not certain from or (loss) from parallel events 1 Substant Add columns (b), (d), and (e) 2 Substant Add columns (b), (d), and (e) 2 Substant Add columns (b), (d), and (e) 3 Total Add ine 12, columns (b), (d), and (e) 4 J. 104, 915. LIN No. 2 Spain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)	Enter gross amounts unless otherwise indicated.	(a)	(b)	(c)	(d)	
b c c c c c c c c c c c c c c c c c c c	1 Program service revenue.	Business code	Amount	Exclusion code	Amount	(See instructions.)
General Contracts from government agronoes Membership dues and assessments Interest on saving and temperory care electrics Dividends and interest from securities Not creat income or (loss) from cell estate: Debt-financed property Not great income or (loss) from packs of severe certain come General Contract of the Contract of Contract	a	ļ				
g Fise and contracts from government agencies 2 Membership dues and assessments 3 Intraces on saving and temporary cash investments 4 Dividends and interest from sourcintes 5 Net rental income or (loss) from real estate: a Debt-financed property b Not debt-financed property 7 Other investment income 8 Gain or (loss) from special events 9 Net rental income or (loss) from special events 10 Gross profit or (loss) from special events 11 Gross profit or (loss) from special events 11 Gross profit or (loss) from special events 12 Subtotal Add columns (b), (d), and (e) 13 Total Add line 12, columns (b), (d), and (e) 14 Total Add ine 12, columns (b), (d) and (e) 15 Total Add ine 12, columns (b) (d) and (e) 16 Total Add ine 12, columns (b) (d) and (e) 17 Total Add ine 12, columns (b) (d) and (e) 18 Total Add ine 12, columns (b) (d) and (e) 19 Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)	b					
e g. Membership dues and assessments	c					
g Fees and contrasts from government agences 2 Membership dues and assessments 3 Intracts on savings and temporary cash investments 4 Dividends and interest from securities 5 Net rental income or (loss) from real estate a Debt-financed property 6 Net rental income or (loss) from presental property 7 Other investment income 8 Can or (loss) from special events 9 Net income or (loss) from special events 10 Gross profit or (loss) from special events 2 Substotal Add columns (b), (d), and (e) 4 1 104, 915 13 Total, Add line 12 columns (b), (d), and (e) 7 Sex vivils 8 Relationship of Activities to the Accomplishment of Exempt Purposes 1 Line No. Explain bellow how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)	d					
9 Fees and contrasts from government agencies 2 Membership dues and assessments 3 Interest on sawing and temporary cash investments 4 Dividends and interest from securities 5 Dividends and interest from securities 6 Debt-financed property 6 Net rental income or (loss) from real estable: 9 Debt-financed property 7 Other investment income 9 Cann or (loss) from sales of assets other than inventory 9 Net income or (loss) from sales of inventory. 11 Other revenue: a b c d e 2 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) Total Add line 12, columns (b), (d), and (e) Total Add line 12, columns (b), (d), and (e) Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)	e					
2. Membership dues and sasessments 4. Dividends and interest from securities 5. Not rental income or (loss) from real estate a. Debt-financed property b. Not debt-financed property 7. Other investment income 8. Gain or (loss) from pescoal property 9. He income or (loss) from pescoal property 9. Not income or (loss) from pescoal property 10. Gross profit or (loss) from special events 11. Total Add in the common of (loss) from special events 12. Substotal Add columns (b), (d), and (e) 13. Total Add ine 12. columns (b), (d), and (e) 14. Total Add ine 12. columns (b), (d), and (e) 15. Total Add ine 12. columns (b), (d) and (e) 16. See worksheet in line 13 instructions to verify calculations Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)	f					
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A Dividends and interest from securities 5 Net rental income or (loss) from real estate: a Death-financed property b Not debt-financed property 7 Other investment income 5 Gain or (loss) from sales of inventory 10 Gross profit or (loss) from sales of inventory 11 Other revenue: a b C c d e 12 Subtotal Add columns (b), (d), and (e) 13 Total: Add line 12, columns (b), (d), and (e) 2art XVISS 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 accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)	2 Membership dues and assessments					
S Net rental income or (loss) from real estate: a Debt-Innanced property b Not debt-Innanced property 7 Other investment income 8 Can or (loss) from special events 10 Gross profit or (loss) from special events 10 Gross profit or (loss) from sales of inventory 11 Other revenue: a b c d 0 12 Subtotal Add columns (b), (d), and (e) 13 Total Add line 12, columns (b), (d), and (e) 13 Total Add line 12, columns (b), (d), and (e) 14 , 104, 915 15 Ital No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)	3 Interest on savings and temporary cash investments			14	247.	
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b Not debt-financed property 7 Other investment income 8 Gain or (loss) from personal property 10 Gross profit or (loss) from sales of inventory. 11 Other revenue: a b c d e 2 Subtotal Add columns (b), (d), and (e) 13 Total Add line 12, columns (b), (d), and (e) 2 Subtotal Add columns (b), (d), and (e) 2 Subtotal Add columns (b), (d), and (e) 2 Subtotal Add sine 12, columns (b), (d), and (e) 3 Total Add line 13 instructions to verify calculations Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)	5 Net rental income or (loss) from real estate:					
b Not debt-financed property 7 Other investment income 8 Gain or (loss) from personal property 10 Gross profit or (loss) from sales of inventory. 11 Other revenue: a b c d e 2 Subtotal Add columns (b), (d), and (e) 13 Total Add line 12, columns (b), (d), and (e) 2 Subtotal Add columns (b), (d), and (e) 2 Subtotal Add columns (b), (d), and (e) 2 Subtotal Add sine 12, columns (b), (d), and (e) 3 Total Add line 13 instructions to verify calculations Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)	a Debt-financed property					
6 Net rental income or (loss) from personal property 7 Other investment income 8 Gan or (loss) from sales of dasees other than inventory 9 Net income or (loss) from sales of inventory. 11 Other revenue: a b c d d e 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) Cese workshere in line 13 instructions to vanity calculations Tain No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions is vanity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions is vanity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions is accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions is accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions is accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions is accomplishment of the foundation's exempt purposes) (See instructions is accomplishment of the foundation's exempt purposes) (See instructions is accomplishment of the foundation's exempt purposes) (See instructions is accomplishment of the foundation's exempt purposes) (See instructions is accomplishment of the foundation's exempt purposes) (See instructions is accomplished in the foundation's exempt purposes) (See instructions is accomplishment of the foundation's exempt purposes) (See instructions is accomplished in the foundation's exempt purposes) (See instructions is accomplished in the foundation's exempt purposes) (See						
7 Other investment income 8 Gain or (less) from sales of assets other than inventory 9 Net income or (less) from sales of inventory. 10 Gross profit or (loss) from sales of inventory. 11 Other revenue: a 9 0 0 0 12 Subtotal Add columns (b), (d), and (e). 13 Total. Add line 12; columns (b), (d), and (e). 13 Total. Add line 12; columns (b), (d), and (e). 14,104,915 See worksteet in line 13 instructions to venty calculations) Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)						
8 Can or (loss) from sales of assets other than reventory 9 Net income or (loss) from special events						
9 Net income or (loss) from special events		1		18	4,104,668.	
10 Gross profit or (loss) from sales of inventory. 11 Other revenue: a b c d e 12 Subtotal Add columns (b), (d), and (e)	, ,					
11 Other revenue: a b c d e 12 Subtotal Add columns (b), (d), and (e)						
b c d e 12 Subtotal Add columns (b), (d), and (e)						
c d e						
d e 12 Subtotal Add columns (b), (d), and (e)		9				
e e						
12 Subtotal Add columns (b), (d), and (e)						
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations) Part XVI-B Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)					4,104,915.	
(See worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Line No. ▼ accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)					13	4,104,915.
Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Line No. V Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)						
Line No. ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)	Part XVI-B Relationship of Activitie	es to the Ad	complishment of E	xempt Purp	oses	
accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)						ited importantly to the
	Explain bolow flow date date				- TE	
	accomplishment of the founda	tion 3 excinp	or purposes (other than	ii by providing	y turius for such purpose.	a) (Occ matractions)
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orm 9	90-PF	(2013)			FOUNDATIO					91-207		Pa	ge 13
Part	ΧVI	Information Re Exempt Organ	egarding nizations	Transfe	rs To and T	ransactio	ns an	d Relatio	nship	s With Non	chari	table	,
1	Did t	he organization direct		ctly engag	e in any of the	following	with ar	v other or	nanızat	ion described	T	Yes	No
		ction 501(c) of the Co										103	
		nizations?	((.) (.)	y a	,		,	ng to political			ĺ
а	Trans	sfers from the reportin	ng foundatio	n to a non	charitable exei	mpt organiz	zation of						
		ash									1a(1)		х
	(2) C	Other assets									1a(2)	-	Х
		r transactions:											
	(1) S	ales of assets to a no	ncharitable	exempt org	ganization						1b(1)		X
	(2) P	urchases of assets fro	om a nonch	arıtable ex	empt organizati	on					1b(2)		Х
	(3) R	tental of facilities, equi	ipment, or o	ther assets							1b(3)		Х
	(4) F	Reimbursement arrange	ements								1b(4)		Х
	(5) L	oans or loan guarantee	es			. 					1b(5)		X
	(6) P	erformance of service	es or memb	ership or f	undraising solic	citations					1b(6)		X
С	Shar	ing of facilities, equipm	nent, mailin	g lists, oth	er assets, or pa	aid employe	es				1c		X
		e answer to any of th											
		of the goods, other											
		in any transaction or						<u>_</u>					
(a) Lir	ne no	(b) Amount involved	(c) Name	e of nonchari	table exempt organ	ization		cription of trai	nsfers, tra	insactions, and sha	anng ama	ingeme	nts
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	la 4h	- foundation directly	or undersett	- offiliated	th or rolet								
		e foundation directly i ribed in section 501(c)		5					ipt org	ariizations	\square_{v}	es X	JNo
		es," complete the follo	•		an section so i		i section	11 327			<u> </u>	3 <u> </u>	7 140
	11 11	(a) Name of organization		uie	(b) Type of ord	nanization		_	(c) De	scription of relation	ship		
		(0) 1101110 01 11011			(-7 - 7)		-						
							-+		_		-		
			_	-									
_													
	Un	der penalties of perjury, I declarated or	are that I have of preparer (other	examined this than taxpayer)	return, including access based on all information	companying sch ation of which pr	edules and reparer has	statements, an any knowledge	d to the	best of my knowled	lge and t	oelief, it	is true
Sign	- 1	/ LAST.	30-			. 1		E PAES		May the IF	S discus		
Here	╮│【	LJ//V/	myo.		11 AUG	, 20341	7 1 <u>12</u>	JE IRES	JDE		reparer		$\overline{}$
	S	ignature of officer or trustee			Date '		ritle			(see instruction	ns)? X	Yes	No
	_	Print/Type preparer's na	ame	Pr	eparer's signature			Date ,		Check If	PTIN		

Form 990-PF (2013)

P00295413

▶20-8379993

206-838-4880

self-employed

Firm's EIN

Phone no

Paid

Preparer

Use Only

KENNETH RAGSDALE

SEATTLE,

Firm's name

Firm's address

▶ PIONEER SQUARE ADVISORS, OLLC

WA

▶ 1221 SECOND AVENUE, SUITE 320

98101

SCHEDULE D (Form 1041)

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10. ▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

Department of the Treasury Internal Revenue Service 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.					
Pa	Short-Term Capital Gains and Losses - Ass	ets Held One Year	or Less			
the I	instructions for how to figure the amounts to enter on ines below. form may be easier to complete if you round off cents hole dollars	(d) Proceeds (sales pnce)	(e) Cost (or other basis)	(g) Adjustments to gain or loss f Form(s) 8949, P line 2, column	rom art I,	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
	Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b	<u> </u>				
1b	Totals for all transactions reported on Form(s) 8949 with Box A checked					
2	Totals for all transactions reported on Form(s) 8949 with Box B checked					
3	Totals for all transactions reported on Form(s) 8949 with Box C checked					
4	Short-term capital gain or (loss) from Forms 4684, 62	252, 6781, and 8824			4	
5	Net short-term gain or (loss) from partnerships, S cor				5	
6	Short-term capital loss carryover. Enter the amount Carryover Worksheet		6	()		
7	Net short-term capital gain or (loss). Combine line line 17, column (3) on the back				7	
Pa	Long-Term Capital Gains and Losses - Ass	ets Held More Tha	an One Year			
the This	instructions for how to figure the amounts to enter on lines below form may be easier to complete if you round off cents hole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss f Form(s) 8949, Pa line 2, column	rom art II,	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a	Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				•	
8b	Totals for all transactions reported on Form(s) 8949 with Box D checked				_	
9	Totals for all transactions reported on Form(s) 8949 with Box E checked					
10	Totals for all transactions reported on Form(s) 8949 with Box F checked	4,709,811.	199.			4,709,612.
11	Long-term capital gain or (loss) from Forms 2439, 46	84, 6252, 6781, and	d 8824		11	
12	Net long-term gain or (loss) from partnerships, S corp	oorations, and other e	estates or trusts		12	
13	Capital gain distributions				13	
14 15	Gain from Form 4797, Part I	t, if any, from line	14 of the 2012	Capital Loss	14	
16	Carryover Worksheet				15	<u>()</u>
	line 18a, column (3) on the back				16	4,709,612.

Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)....

G, line 1a (or Form 990-T, line 36).

Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule

Schedule D (Form 1041) 2013

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)

Social security number or taxpayer identification number

BEZOS FAMILY FOUNDATION

91-2073258

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II

Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- \perp (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

X (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (5)	(b) Date acquired	(c) Date sold or disposed	(d) Proceeds (sales price)	(e) Cost or other basis See the Note below and	Adjustment, if any, to gain or loss If you enter an amount in column (g enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and	
(Example 100 sh XÝZ Ćo)	(Mo , day, yr)	(Mo, day, yr)	(see instructions)	see Column (e) in the separate instructions	(f) Code(s) from instructions	(g) Amount of adjustment	combine the result with column (g)	
15,300 SHS OF AMAZON.COM	VARIOUS	VARIOUS	4,709,811.	199.			4,709,612	
						-		
	<u> </u>							
						 		
2 Totals. Add the amounts in co (subtract negative amounts) is include on your Schedule D, iii checked), line 9 (if Box E above (if Box F above is checked) ▶	Enter each tota ne 8b (if Box I	al here and D above is	4,709,811.	. 199	•		4709612.	

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

BEZOS, FAMILY FOUNDATION 91-207325 FORM 990-PF - PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

,	Property	Description				19	Data	Date sold	
Gross sale	Depreciation	Contan			T P	or D	acquired		
price less expenses of sale	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)		
4,709,811.	Shortage	15,300 SHS PROPERTY TY 199.	OF AMAZON.C	ОМ	<u>1 auj basis</u>	D		VARIOUS	
TOTAL GAIN(I	oss)		• • • • • • • • • • • • • • • • • • • •	• • • • • • • • • • • • • • • • • • • •	• • • • • • •		4,709,612.		
							,		

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

NET	INCOME	247.	247.
REVENUE AND	PER BOOKS	247.	247.
			TOTAL
	DESCRIPTION	MERRILL LYNCH	

FEES
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PART
990PF,
FORM

S E	358. 776.	175.	.601
CHARITABLE	38,858.	48,775	88,409.
ט רי			
ADJUSTED NET INCOME			
NET INVESTMENT INCOME			
REVENUE AND EXPENSES PER BOOKS	38,858.	48,775.	88,409.
DESCRIPTION	PERKINS COIE, LLP SEED LP PERKINS COIE, LLP	RELATED TO DIRECT CHARITABLE ACTIVITIES LISTED IN PART IX-A	TOTALS

ATTACHMENT 3

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TAKE TECHNOLI	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1

CHARITABLE		
ADJUSTED NET INCOME		
NET INVESTMENT INCOME		
REVENUE AND EXPENSES PER BOOKS	7,500.	7,500.
DESCRIPTION	PIONEER SQUARE ADVISORS LLC	TOTALS

- OTHER PROFESSIONAL FEES FORM 990PF, PART I

CHARITABLE PURPOSES	14,085.	419,001.	341,838.	83,234.	858,158.
REVENUE AND EXPENSES PER BOOKS	14,085.	419,001.	341,838.	83,234.	858,158.
DESCRIPTION	PHILANTROPY NORTHWEST-ADVISORY THE BRIDGESPAN GROUP-ADVISORY		RELATED TO DIRECT CHARITABLE ACTIVITIES LISTED ON PART IX-A MARKSMEN INC-IP BRANDING	RELATED TO DIRECT CHARITABLE ACTIVITIES LISTED ON PART IX-A	TOTALS

ATTACHMENT 5

FORM 990PF, PART I - TAXES

REVENUE AND EXPENSES

DESCRIPTION

PER BOOKS

WA STATE FILING FEES FEDERAL TAXES

25. 43,000.

TOTALS

43,025.

FORM 990PF, PART I - OTHER EXPENSES

REVENUE	AND	EXPENSES	PER BOOKS	109, 292.	260.	221,544.			1,492,122.	879,908.	104,929.	700.	50.
			DESCRIPTION	MARKETING EXPENSE	BANK FEES	OTHER EXPENSES	OTHER EXPENSES	RELATED TO DIRECT CHARITABLE	ACTIVITIES LISTED IN PART IX-A	SERVICE EXPENSE	WEBSITE	MEMBERSHIPS	N/D EXPENSES

CHARITABLE PURPOSES 109, 292.	221,544.	1,492,122. 879,908. 104,929. 700.
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2,808,495.

2,808,805.

TOTALS

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ENDING BOOK VALUE

ENDING FMV

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AMAZON COM, INC.

24,427,084.

24,427,084.

24,427,084.

24,427,084.

TOTALS

BFF

ATTACHMENT 8

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

UNREALIZED GAIN/LOSS (AMZN STOCK)

9,060,545.

TOTAL

9,060,545.

ATTACHMENT 9

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	0	0	0	0	0
COMPENSATION	0	0	0	0	0
TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	DIRECTOR	DIRECTOR	DIRECTOR	DIRECTOR	DIRECTOR
NAME AND ADDRESS	MIGUEL A. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	JACKLYN G. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	CHRISTINA BEZOS POORE 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	MARK S. BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040	LISA BEZOS 7683 SOUTHEAST 27TH STREET 224 MERCER ISLAND, WA 98040

ATTACHMENT 9 (CONT'D)

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

BEZOS FAMILY FOUNDATION

91-2073258

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

,	ATTAC	HMENT 10
NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
PERKINS COIE LLP 1201 THIRD AVENUE, STE 4800 SEATTLE, WA 98101-3099	LEGAL	87,633.
TOT	'AL COMPENSATION	87,633.

1/13/2013 Lawrence North High School 1/13/2013 Lawrence North High School 1/24/2013 Cornell University of Hailth Science 1/24/2013 Cornell University of Hailth Science 1/24/2013 Cornell University of Hailth Science 1/26/2013 School Tentinn Franklinn High School 1/26/2013 School Cornell Lawrence 2/1/2013 Children of Bellevue Lendership 2/11/2013 Children of Bellevue 2/11/2013 Thinghold Cornell Cornell Children of Mandrian Verses	845 N Broadway				200
7/2013 Laverage spock many School 7/2013 Common Gateway to Health Science 7/2013 General University 7/2013 US PINST 7/2013 US		White Plains, NY 10603	Yes	Parent-Child Home Program	\$30,000
7/03) Gornell Garceary to matten strenge 1/203 Gornell University 1/203 Herbarn Franklin High School 1/203 Us Filst 7/203 Strenge for Children ededership 7/203 The intersection	1802 Mague Road	Indianapolis, IN 46256	Yes	General Support	*1,000
1/2013 Berjaman Frantism High School 1/2013 US FIRST 1/2013 Strand for Children Ledership 1/2013 Children of Bellevue 1/2013 The freetsection 1/2013 The freetsection Voters	Pace and acceptance	Tthaca NY 14850	,	General Support	52.823
12013 US FIRST 7013 Stand for Children Leadership 7013 Children of Bellevue 72013 The intersection 7011	2001 Leon C Simon Dr	New Orleans, LA 70122	Yes	General Support	\$1,000
/2013 Stand for Children Leadership /2013 Children of Bellevue /2013 The Interaction	200 Bedford Street	Manchester, NH 03101	Yes	General Support	\$1,600
/2013 Children of Bellevue //2013 The Intersection	3240 Eastlake Ave E , Suite 100	Seattle, WA 98102	Yes		\$10,000
/2013 The Intersection		New York, NY 10016	, i		\$10,000
	2724 Wattlefe Att	Baltimore, MU 21218			\$10,000
2/18/2013 Derce Film Foundation	430 East 10th atreet. Ant 3a	New York, NY 10009		General Support	\$30,000
2/18/2013 Community Center for Education Beaults	2300 24th Augmin Court Sinte 340	Seert W. 98144	,		\$20,000
2/18/2013 Community Center for Education Results	10250 Constellation Blod . State 230	To Angeles CA 90067	2		820.000
2/18/2013 University of Washington Foundation	407 Gerberding Hall	Seattle, WA 98195	Yes		\$25,000
2/18/2013 Arts Corps	4408 Delridge Way SW, Suite 110	Seattle, WA 98106	χe3.		\$2,000
2/21/2013 Fredericksburg Education Initiative, Inc	1222 Balcones Drive	Fredericksburg, TX 78624	Yes		\$50,000
4/13/2013 Carolina for Kibera	301 Pittsboro St , Ste 3002	Chapel Hill, NC 27599	Yea		\$6,000
4/17/2013 Aspen Community Foundation	110 E Hallem St , Suite #126	Aspen, CO 81611	Yes	General Support	\$5,000
4/29/2013 Alliance for Education	509 Olive Way Ste 500	Seattle, WA 98101	Yes	General Support	\$7,937
5/6/2013 The Art of Revolution	P O Box 30426	Albuquerque, NM 87190	Yes	General Support	\$5,600
5/28/2013 Grantmakers for Education	720 SW Washington Street Suite 605	Portland, OR 97205	Yes	General Support	\$2,500
5/29/2013 Do Something, Inc	19 W 21st St 8th floor	New York, NY 10010	Yes	General Support	\$20,000
/2013 Force Film Foundation, Inc	430 East 10th St Apt 3	New York, NY 10009	Yes		\$52,500
6/20/2013 Arts Corp	4408 Delridge Way SW, Suite 110	Seattle, WA 98106	Yes		\$250
6/20/2013 The Intersection	2601 N Howard St	Baltimore, MD 21218	Year		\$2,400
6/20/2013 Fredericksburg Education Initiative, Inc	1222 Balcones Drive	Fredericksburg, TX 78624	Yes		\$25,000
6/28/2013 Arts Corp	4408 Delridge Way SW, Suite 110	Seattle, WA 98106	Yes		\$250
8/2/2013 Tides Center	P O Box 29907	San Francisco, CA 94129	Yes	General Support	\$80,000
8/15/2013 LA Pund for Public Education	10250 Constellation Blvd , Suite 230	Los Angeles, CA 90067	Yes	General Support	\$12,600
8/26/2013 IDEO org	Pier 28 Annex, The Embarcadero	San Francisco, CA 94105	Yes	General Support	\$5,000
9/5/2013 Greater Trinity Academy	11229 4th Ave W	Everett, WA 98204	Yes	General Support	\$10,000
	30 Rockefeller Plaza	New York, NY 10112		General Support	\$250,000
	1250 Broadway, 30th Floor	New York, NY 10001			\$20,000
	10920 Wilshire Boulevard, Suite 900	Los Angeles, CA 90024-6519		General Support	\$50,000
10/31/2013 City of Bellevue	450 110th Ave NE, P O Box 90012	Bellevue, WA 98009			\$10,000
11/21/2013 Roaring Fork Valley Early Learning Fund	PO Box 2533	Glenwood Springs, CO 81602	Yes		\$15,000
11/20/2013 Charity Water	200 Varick Street, Suite 201	New York, NY 10014	Yes		\$25,000
12/4/2013 African Leadership Academy	545 Mansome Street Suite 700	San Francisco, CA 94111	Yes:		\$1,000
12/4/2013 ASMSA Foundation	200 Whittington Avenue	Hot Springs, AR 71901	Ke3		\$1,000
12/4/2013 Benjamun Franklin High School	1101 Feel Casmon Dr	New Officans, LA 70122	Se :		\$1,000
/2013 Cyprus Creek High School	IIUI Bear Crossing Drive	Orlando, FL 32829	e i		\$1,000
12/4/2013 Grimaley High School	BUL Medicover Terrane	Greensboro, NC 2/408	n :		\$1,000
/2013 Grendele High school	S Ingram Mili Road	springrietd, MC 65804	801		*1,000
12/4/2013 international school of beaveron	The set bighten ac	ALONA, OR 91001	201		000.14
12/4/2013 Khox Trail Junior High School	13 Ash Street	Spencer, MA Ulbb2	9 :		\$1,000
17/4/2013 NOTCHERRY HIGH SCHOOL	700 N E De Street	Caklana Fark, FL 33334	108		\$1,000
12/4/2013 Patrick Henry High School	ZIUZ Grandin Road	Roanoke, VA 24015	i i		21,000
17/4/2013 Pressent High School	SAMED NO ENTERDING ROAD	Pleasant Hill, OR 9/455			1,000
12/4/2013 Shaker HIS High School	15600 Parkland Drive	Snaker Heights, OH 44120	50 ;		\$1,000
12/4/2013 Kipp San Ose Collegiate	1/90 Educational Park Drive	San Jose, CA 95133	, Yes		000,14
12/4/2013 West Salem High School	1/16 Titan Dr NW	Salen, OK 9/304	se :		\$1,000
12/4/2013 BOCA Raton Community High School	ISOI NW ISEN CE	Boca Raton, FL 33431	Kea:		\$1,000
12/4/2013 SC FRUI COMMUNICY PARK SENIOR HIGH SCHOOL	Alo Kose Avenue s	Mari Original 18 10100			9T, 000
12/4/2013 that see a Slowers Harb School	10001 Leon C simon Dr	Chrindele NO 20726		General support	\$1,000
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12/20/1013 Hablend Park High School	102 Morth Wifth byenie	Highland Dark, NJ 9004			51.000
12/26/2013 Relay Graduate School of Education	40 W 20th Street	New York, NY 10011	Xes.		\$35,000
12/26/2013 Uncommon Schools	826 Broadway, 9th Floor	New York, NY 10003	, es		\$35,000
12/26/2013 Cleveland High School	5511 15th Ave 5	Seattle, WA 98108	, co		\$1,000
12/27/2013 Rainer Scholars	2100 24th Avenue South Suite 360	Seattle, WA 98144	Yes		\$10,000
And the state of t	11220 Corne became Carrett				
12/2//2013 Washington First Robotics	Trop deta South	Nenc, MA Sausz	Yea	General Support	\$65,000

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| \$495.851 | \$247,524 | \$207,963 | \$148,622 | 500, 800 | \$751,394 | \$4,325 | \$2,703 | \$1,622 | \$1,352
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 | 53,453 | \$2,590 | \$4,317 | \$3,741
\$99,078 | \$1,179 | \$250,262 | \$178,290 | \$1,899
 | \$497,194 | \$97,551 | \$100,068 | \$2,510
 | \$2,824 | \$2,862 | \$2,654,269 | \$347,207 | \$23,793 | \$2,799 | \$596,390 | \$3,848 | \$3,463 | \$150,148 | \$493,037
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Washington, DC 20036 | Washington, DC 20036 | Seattle, WA 98195
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TOTAL CHARITABLE DISTRIBUTIONS

STATEMENT ATTACHED TO AND MADE A PART OF FORM 990-PF, RETURN OF PRIVATE FOUNDATION FOR THE YEAR ENDED DECEMBER 31, 2013

PART IX-A - SUMMARY OF DIRECT CHARITABLE ACTIVITES:

1.) Vroom was born out of a need for creative tools and materials that will provide parents and caregivers with ways to boost early learning, typically during ages zero to five. It was developed with thoughtful input from parents, early childhood experts, neuroscientists and community leaders. The Bezos Family Foundation provided the funding because it believes that all parents have the potential to create a brighter future for their children. The goal is to ultimately share the science of early brain development in new ways so that all children have the chance to become thriving adults.

Vroom launched its first pilot project in a community near Seattle, WA, in Southwest King County. The pilot is expected to grow into a national campaign.

A "Vroom" is a daily lesson designed to teach parents to talk and interact with their babies and to make use of everyday moments to build brain connections. The lessons are delivered through posters, cue cards, a website and a mobile app, called, Daily Vroom. The app serves up a "Vroom" (a simple brain activity) providing parents with a daily brain-building activity to complete with their child.