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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2017

Department of the Treasury Internal Revenue Service

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. Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2017 or tax year beginning 2017, and ending 20

Name of foundation: BEZOS FAMILY FOUNDATION. Address: 7683 SOUTHEAST 27TH STREET, MERCER ISLAND, WA 98040. Telephone: (206) 275-2048. Fair market value: \$24,756,360.

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SCANNED FEB 27 2019

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,108,154.	4,876,629.	4,876,629.
	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			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	43,306,521.	19,610,721.	19,610,721.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATCH 9)	369,010.	269,010.	269,010.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	45,783,685.	24,756,360.	24,756,360.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	45,783,685.	24,756,360.		
30	Total net assets or fund balances (see instructions)	45,783,685.	24,756,360.		
31	Total liabilities and net assets/fund balances (see instructions)	45,783,685.	24,756,360.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 45,783,685.
2	Enter amount from Part I, line 27a	2 -27,864,619.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3 6,837,294.
4	Add lines 1, 2, and 3	4 24,756,360.
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 24,756,360.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns (a) through (k) for capital gains and losses. Includes rows for gross sales price, depreciation, cost basis, gain/loss, FMV as of 12/31/69, adjusted basis, and net capital gain/loss.

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 [X] No

Table for Part V qualification. Includes columns for base period years, adjusted qualifying distributions, net value of noncharitable-use assets, and distribution ratio. Includes rows for total, average distribution ratio, and net value of assets.

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax based on investment income is 147,317. Total tax due is 544,640.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes and No. Includes questions about political campaigns, unrelated business income, and substantial contributors.

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions 11 Yes No 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 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BEZOSFAMILYFOUNDATION.ORG 13 Yes No X
14 The books are in care of Telephone no Located at 7683 SOUTHEAST 27TH #224 MERCER ISLAND, WA ZIP+4 98040
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country 16 Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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 No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(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 No X
(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 No X
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 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 2017? 1b 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No X 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
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 No X
b If "Yes," did it have excess business holdings in 2017 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 2017). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.			X
	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?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
	ATCH 11			
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			X

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

1 List all officers, directors, trustees, foundation managers and their compensation. See 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 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		313,212.
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 VROOM (SEE ATTACHMENT A)	3,513,841.
2 BEZOS SCHOLARS PROGRAM (SEE ATTACHMENT A)	240,000.
3 STUDENTS REBUILD (SEE ATTACHMENT A)	62,753.
4 MIND IN THE MAKING (SEE ATTACHMENT A)	193,637.

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	35,205,456.
b	Average of monthly cash balances	1b	2,811,904.
c	Fair market value of all other assets (see instructions)	1c	269,010.
d	Total (add lines 1a, b, and c)	1d	38,286,370.
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	38,286,370.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	574,296.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,712,074.
6	Minimum investment return. Enter 5% of line 5	6	1,885,604.

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	1,885,604.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	147,317.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	147,317.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,738,287.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,738,287.
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	1,738,287.

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	64,570,717.
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	64,570,717.
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	147,317.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	64,423,400.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,738,287.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 15 , 20 14 , 20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012	13,624,917.			
b From 2013	19,492,657.			
c From 2014	26,364,385.			
d From 2015	23,284,966.			
e From 2016	27,823,112.			
f Total of lines 3a through e	110,590,037.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 64,570,717.				
a Applied to 2016, 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 2017 distributable amount.				1,738,287.
e Remaining amount distributed out of corpus.	62,832,430.			
5 Excess distributions carryover applied to 2017 (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	173,422,467.			
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	13,624,917.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	159,797,550.			
10 Analysis of line 9				
a Excess from 2013	19,492,657.			
b Excess from 2014	26,364,385.			
c Excess from 2015	23,284,966.			
d Excess from 2016	27,823,112.			
e Excess from 2017	62,832,430.			

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 2017, 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)

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, d Amounts included in line 2c, e Qualifying distributions made directly, 3 Alternative tests (Assets, Endowment, Support).

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))

ATTACHMENT 14

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 [X] 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email 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

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
<p>a Paid during the year SEE ATTACHMENT C</p>				<p>55,414,175.</p>
Total				<p>55,414,175. 3a</p>
<p>b Approved for future payment</p>				
Total				<p>3b</p>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or (loss) from sales of assets, and Subtotal.

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

Table with 2 columns: 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.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 shows N/A for all fields.

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

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are empty.

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.

Sign Here

MIGUEL BEZOS 11/14/18 DIRECTOR
Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instructions [X] Yes [] No

Paid Preparer Use Only

Print/Type preparer's name: KENNETH RAGSDALE
Preparer's signature: [Signature]
Date: 11/8/18
Check [] if self-employed PTIN: P00295413
Firm's name: PIONEER SQUARE ADVISORS, LLC
Firm's address: 1624 4TH AVENUE SUITE 400 SEATTLE, WA 98101
Phone no: 206-838-4880
Firm's EIN: 20-8379993

Schedule of Contributors

2017

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization BEZOS FAMILY FOUNDATION	Employer identification number 91-2073258
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Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization **BEZOS FAMILY FOUNDATION** Employer identification number **91-2073258**

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MIGUEL AND JACKLYN BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	\$ 30,266,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **BEZOS FAMILY FOUNDATION**

Employer identification number

91-2073258

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	30,000 SHARES AMAZON.COM INC.	\$ 30,266,250.	06/06/2017

Name of organization **BEZOS FAMILY FOUNDATION**

Employer identification number

91-2073258

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

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

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

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
4,000,373.		4,700 SHS AMZN PROPERTY TYPE: SECURITIES 61.				D	VARIOUS	03/22/2017	
							4,000,312.		
5,066,903.		5,000 SHS AMZN PROPERTY TYPE: SECURITIES 65.				D	VARIOUS	06/09/2017	
							5,066,838.		
2,607,075.		2,700 SHS AMZN PROPERTY TYPE: SECURITIES 35.				D	VARIOUS	09/25/2017	
							2,607,040.		
3,049,664.		2,600 SHS AMZN PROPERTY TYPE: SECURITIES 34.				D	VARIOUS	11/30/2017	
							3,049,630.		
TOTAL GAIN(LOSS)								<u>14723820.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH	7,889.	7,889.
TOTAL	<u>7,889.</u>	<u>7,889.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
MISCELLANEOUS REIMBURSEMENT	1,152.
TOTALS	<u>1,152.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PERKINS COIE, LLP	116,386.			116,386.
ACTIVITIES LISTED IN PART IX-A	196,827.			196,827.
TOTALS	<u>313,213.</u>	<u> </u>	<u> </u>	<u>313,213.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

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

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
HAMILTON PLACE STRATEGIES-ADVS	360,000.	360,000.
WELLSPRING CONSULTING LLC	84,500.	84,500.
ACTIVITIES LISTED ON PART IX-A	1,100.	1,100.
TOTALS	<u>445,600.</u>	<u>445,600.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
WA STATE FILING FEES	25.
FEDERAL TAXES	220,000.
TOTALS	<u>220,025.</u>

BEZOS FAMILY FOUNDATION

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ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
BANK FEES	850.	
SERVICE EXPENSE	3,442,749.	3,442,749.
MARKETING EXPENSE	4,802.	4,802.
EVENT SPONSORSHIP	15,000.	15,000.
MEMBERSHIP	18,900.	18,900.
OTHER EXPENSE	1,093,723.	1,093,723.
ACTIVITIES LISTED IN PART IX-A	3,812,305.	3,812,305.
TOTALS	<u>8,388,329.</u>	<u>8,387,479.</u>

BFF

ATTACHMENT 7

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMAZON COM, INC.	15,110,722.	15,110,722.
AFRICAN LEADERSHIP LTD	1,999,999.	1,999,999.
LIGHTSAIL INC.	2,500,000.	2,500,000.
TOTALS	<u>19,610,721.</u>	<u>19,610,721.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MITM - INTANGIBLE ASSETS SHORT-TERM LOAN TO KP LLC	269,010.	269,010.
TOTALS	<u>269,010.</u>	<u>269,010.</u>

ATTACHMENT 10

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS (AMZN STOCK)	6,837,293.
TOTAL	<u>6,837,293.</u>

ATTACHMENT 11FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: SAPLING FOUNDATION
GRANTEE'S ADDRESS: 250 HUDSON ST RM 1002
CITY, STATE & ZIP: NEW YORK, NY 10013
GRANT DATE: 08/04/2017
GRANT AMOUNT: 300,986.
GRANT PURPOSE: EXCLUSIVELY FOR EXEMPT PURPOSES AS DESCRIBED IN
SEC. 501(C)(3) OF THE INTERNAL REVENUE CODE.
AMOUNT EXPENDED: 300,986.
ANY DIVERSION? NO
DATES OF REPORTS: 07/01/2018
VERIFICATION DATE: 07/01/2018
RESULTS OF VERIFICATION:
SEE ATTACHMENT B

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

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

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

ATTACHMENT 12 (CONT'D)

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

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PERKINS COIE LLP 1201 THIRD AVENUE, STE 4800 SEATTLE, WA 98101-3099	LEGAL	313,212.
	TOTAL COMPENSATION	<u>313,212.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

MIGUEL A. BEZOS, JACKLYN G. BEZOS, JEFFREY P. BEZOS,
AND MACKENZIE BEZOS

BEZOS FAMILY FOUNDATION

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FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
MISCELLANEOUS REIMBURSEMENT			41	1,152	
TOTALS				<u>1,152</u>	

BFF

ATTACHMENT 15

STATEMENT ATTACHED TO AND MADE A PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2017

PART IX-A - SUMMARY OF DIRECT CHARITABLE ACTIVITIES:

- 1.) **Vroom** empowers parents and caregivers to play a proactive role in their children's early brain development, by turning shared, everyday moments, into brain-building moments. The story of Vroom starts with the Bezos Family Foundation's commitment to science. For more than a decade, the Foundation has funded research advancing the science of early learning and brain development. This research laid the groundwork of the science behind Vroom.

By taking early brain science out of the lab and putting it in the hands of caregivers, Vroom empowers parents to see what they are already doing to support their child's brain development and encourages more of it. Boosting children's learning doesn't require more time, money, or stuff. It is about slightly changing how we use our time with our children, to have a big impact on their growing brains. Vroom does more than just offer caregivers tips that are fun, easy, and promote bonding, it explains the science behind every activity, so caregivers can see how it can make a big difference in their children's lives.

Vroom is a broad-based community initiative to inspire a nation of brain-builders. The Vroom app is one of many tools we use to initiate positive engagement between caregivers and children. Vroom tips can also be accessed for free through Vroom By Text, through social media channels and at Vroom.org.

- 2.) Launched in 2005, the **Bezos Scholars Program** is a collaboration with the Aspen Institute that cultivates the next generation of leaders. It is a yearlong, all-expenses paid, leadership development opportunity open to public high school juniors and educators from their school.
- 3.) **Students Rebuild** is a collaborative program of the Bezos Family Foundation that inspires young people worldwide to connect, learn and take action on critical global issues. Our current Ocean Challenge, in partnership with The Nature Conservancy, Global Nomads Group and others, will help ocean conservation and support coastal communities in the Caribbean and around the world.

Since 2010, more than one million participants in 83 countries and all 50 U.S. states have created nearly 6

million works of art and raised more than \$4 million to benefit over 50,000 children.

Every year Students Rebuild invites young people to respond to a "Challenge." The Challenges offer a creative call to action that invites young people to create and send a simple, symbolic object which the Bezos Family Foundation matches with funding towards a critical global issue. Alongside each Challenge, the Students Rebuild team also provides dynamic learning content including video, webcasts, learning resources, and curriculum to support transformative learning and connections between students. The Challenges allow students of all ages, socio-economic backgrounds, and from countries all around the world to take action and impact critical global issues.

- 4.) **Mind in the Making** ("MITM") is an unprecedented effort to share the science of children's learning with the general public, families, and professionals who work with children and their families and to translate this research into action.

In close to two decades of reviewing the research, interviewing researchers and filming their research in action, five key findings stand out. It is important to 1) foster positive predictable relationships with caring adults; 2) foster back and forth interactions where adults build on and extend children's learning; 3) promote life skills that build on executive functions of the brain; 4) promote Autonomy Supportive caregiving and teaching; and 5) begin early but continue to promote children's skills and engaged learning as children grow.

MITM has created a number of materials to translate these findings into action. These include training modules, videos of child development research, a library of children's books with accompanying tips, and Skill Building Opportunities - tip sheets that address parents' and caregivers' frequently asked questions with strategies that help adults move from managing children's behavior to promoting children's life skills and autonomy.

MITM has been a partner of Vroom, and initiative of the Bezos Family Foundation, since its inception, including overseeing the writing of Vroom Tips. On April 15, 2016, MITM officially became a Bezos Family Foundation program.

The overall goal of MITM is to use the knowledge from developmental research to promote engaged learning and executive function based life skills in adults and children.



TED-Ed Clubs and Innovative Educators

Final Report due: July 1, 2018

We welcome any and all information you deem relevant in this Final Report, but request special attention to the specific points below. You are welcome to attach and reference a current newsletter or annual report.

Grant

1. Please describe how your organization used its grant from the Bezos Family Foundation. If appropriate, include a breakdown by dollar amount.

TED-Ed used the grant provided by the Bezos Family Foundation to help support our programs that directly fulfill our mission of sparking the ideas of students and teachers around the world and providing a platform for those ideas to be shared with TED-Ed's community of over 14 million people

Program Evaluation

2. Please share select highlights from the past year.

An overarching highlight for TED-Ed has been the growth in popularity and interest in TED-Ed both within the TED community and within the education community at large.

Internally, we received overwhelmingly positive feedback during a special TED event (a Catalyst event) for close TED community members in January. Of all TED's program, the group of TED Catalysts cited that TED-Ed was most worthy of being promoted and shared across TED's online channels and offline conferences. Since that event we have been invited to over 20 major education conferences to present TED-Ed's mission and programs.

Externally, TED-Ed has seen massive growth across both our content and programs. Our content views have increased to reach an audience of almost 2 million learners each day, and we've also experienced exponential growth in our two student and educator voice initiatives.

TED-Ed Clubs

One of our main goals for the TED-Ed Clubs program over the course of the past two years has been to increase the number of applications that we receive from schools and organizations interested in using the TED-Ed presentation curriculum with groups of students around the world. Since July of 2017, we've seen the number of TED-Ed Club applications increase by 250-350 percent (YoY). Over 8,000 clubs will have met during this calendar year and over 100,000 students will have developed their own TED talks. Once shared online, these talks will impact students in classrooms, schools, and communities throughout the world.

As part of TED-Ed's overall strategy to become the "go to" global platform for student ideas, TED-Ed Weekend has been an impactful capstone event that draws TED-Ed Club Members together, both in person and online. In addition to hosting a successful TED-Ed Weekend in June of 2017, we are now planning the third TED-Ed Weekend set for November of 2018. Interest in TED-Ed Weekend 2018 grew exponentially with applications being received from over 500 students around the world.

TED-Ed Innovative Educators and TED Masterclass App

Another main goal for TED-Ed has been to help provide professional development to a network of global TED-Ed Innovative Educators (TIEs) who lead hundreds of thousands of students in their classrooms, schools and districts. After getting feedback from educators on how meaningful and life-changing the program has been for them, and



how its helped retain them in their roles as educators, we quickly realized that the program needed to be positioned into a more scalable format. In August of 2017, we began developing the TED Masterclass App – an online course and platform designed to help teachers learn how to share their best ideas with each other in the form of a TED-style talk. The app is still in BETA testing, but even in its prototype form, it has already been embraced and celebrated by all current and past U.S. state teachers of the year (~4,000 educators) and the entire ISTE Conference community (~30,000 educators throughout the world). We aim to launch the app in late 2018, and we anticipate it scaling rapidly to the millions of teachers who already use TED-Ed, as well as those who aren't yet aware of TED-Ed's mission and services.

3. How do your organization's achievements to date align with or deviate from the initial conception and program goals, copied below? If relevant, how have the desired goals, objectives, or tactics changed since the program's conception?

The achievements to date very much align with our initial program goals. We have consistently focused on scaling the reach of our programs to better inspire and amplify student and teacher ideas. Ultimately, the strategies and planned milestones that we set up two years ago were completed.

However, there were some unexpected tactics that we added to achieve our goals. For example, we realized that social media played a huge part of the overall growth strategy for increasing TED-Ed Club applications. We therefore leaned more heavily on social media to increase awareness of TED-Ed Clubs and to share the ideas generated by TED-Ed Club Members throughout the world.

4. Please discuss any challenges your organization has faced and what has been learned from those challenges.

There are two main challenges that we experienced with our programs, both of which were caused by the scale of our programs.

While the TED-Ed Clubs program has grown as rapidly in the past year as we had hoped, we still need to develop better methods for getting program participants to respond to surveys and evaluations. We're in the middle of learning how best to improve our feedback and evaluation system. We have completed developing a website enhancement that will prompt users to provide us with feedback more efficiently, but we're still working on the best programmatic methods to get survey responses.

The challenge that we faced with the TED-Ed Innovative Educators program was an issue of not being able to meet demand. We saw dramatic growth in applications between the second and third TIE cohorts, and we just weren't able to accommodate the number of educators that wanted to engage with the program (and that we wanted to serve). The philosophy behind the TIE program was to follow a fellowship model—a model that works in developing a tight-knit and high-impact community. Yet while the TIEs expressed having life-changing experiences and feeling rejuvenated in their desire to stay in the education profession, we also received feedback that they wished they could share their experience, especially the experience of developing and presenting their own talk, with other teachers. They identified that relevant, educator-affirming professional development was lacking in teacher professional development. What we learned from this experience is that we needed to develop a more scalable model of professional development. Our solution has been to develop the TED Masterclass app, and in our rolling BETA tests (~1,000 educators have completed the course, and ~30,000 will have completed it by the time we launch) we're excited to report that this new approach achieved scale without sacrificing intimacy. The major innovation is that the TED Masterclass app is not designed for individuals; it's designed for pairs. This "pair-and-share" approach has maintained our commitment to providing a transformational experience for each participating educator, but the work required to achieve that outcome has been transferred and distributed across a scalable application (the TED Masterclass app) and the participating pairs. We anticipate tens of thousands (and



potentially many more) educators will engage in developing, recording and sharing their TED-style talks in the year to come

5. Please outline goals or new direction for the upcoming year.

Overall, TED-Ed hopes to continue growing the reach of our content and programs, but we also hope to focus on developing systems for tighter feedback loops that help improve the overall experience for each member of the TED-Ed community.

Specifically, these are our areas of focus:

- 1) Create multiple paths for students and teachers to access TED-Ed Clubs curriculum. Based on increased demand from large-scale organizations, districts, schools, individual teachers and individual students, we have learned that we need to diversify the ways in which a variety of end users can access our presentation literacy curriculum. As such, we will spend the next year developing multiple paths of entry to the curriculum: 1) the Club Leader guidebook (which is what currently exists), 2) a standards-aligned kit for teachers looking to quickly and easily incorporate the clubs curriculum into their classroom curriculum, 3) a kit for large-scale organizations like Ashoka and YMCA to incorporate presentation curriculum into their existing programs, and 4) a student-focused TED Masterclass App (the current version of the app is focused on teachers) that allows for individual students to participate in sharing their ideas independent of an organization or classroom. We believe that by developing multiple paths, we will be able to achieve our overarching goal of getting all students from all regions of the world to share their ideas in the form of presentations.
- 2) Host a TED Education salon that brings ideas, stories and innovations from the field of education to the TED stage. TED-Ed's place within the education community is to be a beacon of ideas about the future of education. It has become clear to us in the past year is that there is a desire for experts, foundations and individuals to convene, share and discuss their learnings and other major ideas in education. Therefore, TED-Ed plans to host an Education Salon in early 2019 to help tie these communities together and elevate the discussion around new ideas in education.
- 3) Build community, increase awareness and scale our impact by increasing the number of TED-Ed community members at TED events throughout the world. In order to increase community growth and reinforce the work that our volunteer regional ambassadors are currently doing, we need to find ways to inspire, invigorate and train Club Leaders and Innovative Educators who are leading on-the-ground efforts in their regions of the world. In pursuit of this goal, rather than creating new events, it is more efficient and effective to leverage the space and programming at existing TED events. We hope to be able to bring at least 30 of these individuals to TED Summit next year to conduct this training. Additionally, we hope to be able to bring 50 students (and their chaperones) to TED-Ed Weekend in 2019 as well as develop a subsidy program for students who may not be able to afford airfare and accommodations. And in our ideal scenario, we would be able to find ways to host our student and teacher communities at more in-person TED events at the NYC theater as well.
- 4) Develop a version of TED Masterclass for students. In BETA testing the TED Masterclass app for educators, one of the primary pieces of feedback we've heard from teachers is "will there be a version of this for our students?" The TED Masterclass App, in its current form, is not optimized for students. However, in 2019 we would like to leverage what we've already learned and built for educators to create a separate version of the TED Masterclass app for students. A student version of the app will be primed for success, as we will have had tens of thousands (and potentially many more) educators go through the experience by the time the student version is ready, and we'll also be able to distribute the app through our rapidly-expanding TED-Ed Clubs program.
- 5) Create a large-scale plan for measuring impact across TED-Ed content and programs. As we continue to develop TED-Ed's content and programs, we would like to engage an outside consultant to help provide a holistic evaluation and impact report.

**Financial and Fundraising Information**

6. Please include a budget for the current fiscal year and projected budget for the upcoming fiscal year. If pertinent, please explain any deviations from the initial budget projections.

Please see Exhibit B.

Note that our 2018 forecast for the overall TED-Ed budget was 4.49M in the progress report submitted in July of 2017, but that was increased to a forecast of a 5.6M budget for 2018 at the end of the 2017 calendar year. The reason for this increase is because we decided to invest in and incubate the TED Masterclass App within the TED-Ed budget during the 2018 year. Much of this budget was put toward one-time technology and web development. Since the TED Masterclass App will likely serve all TED-related constituents, including corporations, individual users, teachers, students, etc., the current plan is to move most of the TED Masterclass operating budget out of the TED-Ed budget in 2019. Therefore, the forecast for TED-Ed's overall budget, especially the web development and technology budget in 2019 will decrease from 2018's budget since much of the startup development cost will have been completed and some of the costs will be moved. The 2019 forecast does, however, include an increase of cost for bringing more students and teachers to TED events, reflected in the professional services, travel, miscellaneous and conference fee line items.

7. Please describe the fundraising climate for your organization including challenges and opportunities.

We are pleased to report that we were able to meet our operating budget in 2017 with a mix of revenue and investments from philanthropic contributors. Currently, we are in the middle of fundraising for 2018 and have raised approximately half our budget based on revenue and philanthropy. The one challenge we face is that our major donor from the past four years is currently going through some personal changes, and we're unsure if we will receive the \$2M commitment that we were originally expecting for 2018-2019. Based on this uncertainty, we may need to look for alternative funding sources.

Separately, we have been able to create a couple new opportunities by creating partnerships with aligned partners and foundations this year. For example, we've worked with Audible to help promote books that align with our content areas. Additionally, we have started working with the JPM Foundation on providing TED-Ed content and programs for a high-school internship program that they run.



Exhibit A: Grant Metrics

TED-Ed: Measurable Objectives

Funding from the Bezos Family Foundation would be used to address the following goals and milestones for the TED-Ed Clubs and TED-Ed Innovative Educator programs (unless otherwise noted).

TED-Ed Clubs: Goals, Milestones and Timeline

<p>TED-Ed Clubs: To increase the club applications by 100 percent.</p>	<p>We plan to create and organize a database of groups that may be interested in TED-Ed Clubs, which will make it easier to reach these groups of students for recruitment.</p>	<p>October, 2016</p>
	<p>Build formal relationships with 3-5 national and international organizations looking to incorporate public speaking skill-building as part of their programs.</p>	<p>November, 2016</p>
	<p>Redesign the TED-Ed Club web pages and application process to optimize for simpler applicant user experience. --Evaluate and iterate web pages based on A/B testing.</p>	<p>October, 2016 November, 2016</p>
	<p>Create a scalable system and template for partner with large organizations, based on feedback from the initial partner organizations.</p>	<p>February, 2017</p>
	<p>By activating TEDx organizers, we will be able to spread clubs to parts of the world that may be more difficult to reach. We would like to build strategies for TEDx organizers who have already indicated interest in sharing and starting TED-Ed Clubs.</p>	<p>March, 2017</p>
<p>TED-Ed Clubs: Diversify and increase accessibility of TEC by piloting clubs for 2-3 new audiences.</p>	<p>By piloting TED-Ed Clubs in 1-2 non-English languages, the scalability, number of overall applications and, consequently, the impact of student ideas will increase.</p>	<p>December, 2016</p>



	<p>We plan to create customized TED-Ed Clubs curriculum that can be utilized by partner organizations (such as Girl Scouts of America, First Robotics, Students Rebuild, etc.) interested in spreading presentation literacy around the world. This curriculum would leverage the existing 13 modules but incorporate the context of each organization's application.</p> <ul style="list-style-type: none"> --Identify 2-3 organizations to pilot this customization process. --Collaborate with pilot organizations to create customized content that leverages current club modules. --Work with partner organization to pilot this integrated version of TED-Ed Clubs presentation modules. 	<p>April, 2017</p> <p>November, 2016</p> <p>February, 2016</p> <p>April, 2017</p>
	<p>By creating a well-designed TED-Ed Club Starter Kit that can be easily accessed by clubs coming from a diverse range of resources and location, the program will be easier to start for teachers and students.</p> <ul style="list-style-type: none"> --Brainstorms for what to include in a starter kit --Research and development of kit prototype --Feedback and evaluation of pilot/prototype of kit --Shipment of first approved prototype of kit 	<p>December, 2016</p> <p>March, 2017</p> <p>June, 2017</p> <p>August, 2017</p>



<p>TED-Ed Clubs: To develop and foster a healthy community of TED-Ed Club members around the world who are inspired to share and present their ideas with each other.</p>	<p>Invite and host 20-30 TED-Ed Club youth speakers from around the world to join us in New York City, where they will be joined by an audience of club members and students who are interested and able to join. These weekends will be filled with TED Talk sessions, youth-engagement workshops, and career development opportunities around New York City.</p> <ul style="list-style-type: none"> --Plan and host initial event. --Capture and share high-quality videos of TED-Ed Club speakers. --Plan and host second event based on debrief and evaluation of first event. --Plan and host third event, based on debrief and evaluation of first two events. 	<p>December, 2016 June, 2017</p> <p>March, 2017</p> <p>November, 2017</p>
<p>TED-Ed Clubs: To improve TED-Ed Clubs' assessment, measurement and evaluation.</p>	<p>Revamp and redesign content in surveys administered to TED-Ed club leaders and members.</p>	<p>September, 2016</p>
	<p>Experiment with survey return rate strategies to increase return rate of club leader survey by 20 percent.</p>	<p>December, 2016</p>
	<p>Work with outside firm or consultant to determine new strategies for improving and administering program surveys</p>	<p>December, 2017</p>
<p>TED-Ed Clubs: To create a TED platform where youth ideas can be found, shared and celebrated.</p>	<p>Create a new TED YouTube channel that features speakers from TED-Ed Clubs.</p>	<p>April, 2016</p>
	<p>Select and curate strong presentations from TED-Ed Clubs that can be featured on TED platforms and potential speakers at TED-Ed Weekends.</p>	<p>Ongoing</p>
	<p>Integrate channel into Club curriculum and materials.</p>	<p>August, 2016</p>



	Integrate TED-Ed Club speakers onto a redesigned Clubs website page.	December, 2016
	Publicize and promote channel as global hub for student ideas.	April, 2017

TED-Ed Innovative Educators: Goals, Milestones and Timeline

To celebrate and share the ideas and innovations of the of TED-Ed Innovative Educators on TED platforms.	We have and plan to continue using the TED-Ed editorial and social media platforms to share TIE Cohort 1's ideas and innovations.	September, 2016
	We will use the TED-Ed editorial and social media platforms to share TIE Cohort 2's ideas and innovations.	September, 2017
To build a tightly-knit community of educators who participate in and also provide professional development to a network of educators.	Conduct professional development video-trainings for TIE Cohort 3 that incorporate feedback from TIE Cohort 1 and 2.	December, 2016
	Develop an online system for TIE members that empower them to collaborate and build out innovations and ideas.	April, 2017
	Build a scalable alumni network to connect and develop relationships between current and active TIE cohorts so that they are able to work on innovation projects together, get feedback from each other, and propel each others' ideas in their local communities.	September, 2017



Exhibit B:

Below is the overall TED-Ed budget for 2017-2019. (Note that 2018 and 2019 are forecasted budgets)

Financial Reports 2017-2019	2016 Actual	2017 Actuals	2018 Budget	2019 Forecast
TED-Ed	\$000	\$000	\$000	\$000
Payroll and related	1,356	1,505	1,936	2,032
Travel & Conference (Non TED Conferences)	129	179	135	156
Advertising/Mkt/PR (Marketing, community development, materials development)	35	20	114	120
Professional Services (TIE grants, Clubs development, Content and Production)	783	966	1,028	1,110
TED Conferences Related Costs	155	7	254	279
Internal Charges-conferences	79	35	40	42
Web Site Costs	586	471	730	438
Misc Business Unit Expenses (Insurance, fax, etc.)	56	81	64	73
Total Expenses before Allocations	3,179	3,264	4,300	4,250
Administrative expense Allocation	808	650	754	791
Partnership/Sales Allocation	35	22	-	-
Technology Allocation	156	129	545	273
Total Expenses	4,178	4,065	5,599	5,314

Below is the Programs-specific TED-Ed budget for 2017-2019. (Note that 2018 and 2019 are forecasted budgets) Programs include TED-Ed Clubs, TED-Ed Innovative Educators, and TED Conferences.

Financial reports 2017-2019 Program Budget	2017 Programs Actuals	2018 Programs Budget	2019 Programs Forecast
TED-Ed			
Payroll and related	\$ 602	\$ 774	\$ 813
Travel & Conference (Non TED Conferences)	\$ 36	\$ 68	\$ 124
Advertising/Mkt/PR (Marketing, community development, materials development)	\$ 19	\$ 108	\$ 114
Professional Services (TIE grants, Clubs development, Content and Production)	\$ 242	\$ 257	\$ 333
TED Conferences Related Costs	\$ 7	\$ 254	\$ 279
Internal Charges-conferences	\$ 35	\$ 40	\$ 42
Web Site Costs	\$ 236	\$ 365	\$ 219
Misc Business Unit Expenses (Insurance, fax, etc.)	\$ 41	\$ 32	\$ 37
Total Expenses before Allocations	\$ 1,216	\$ 1,898	\$ 1,961
Administrative expense Allocation	\$ 195	\$ 226	\$ 237
Partnership/Sales Allocation	\$ 7	\$ -	\$ -
Technology Allocation	\$ 39	\$ 164	\$ 82
Total Expenses	\$ 1,457	\$ 2,288	\$ 2,280

CASH	Date of Contribution	Name of Recipient	Address	501(c)(3)	Purpose of Grant or Contribution	Value of Contribution
	1/19/2017	Aspen Institute	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes	General Support	\$42,827
	3/14/2017	Denver Public Schools Foundation	1860 Lincoln St., 9th Floor, Denver, CO 80203	Yes	General Support	\$30,000
	2/16/2017	Save the Children	501 Kings Highway East, Suite 400, Fairfield, CT 06825	Yes	General Support	\$25,505
	2/16/2017	Thrive Washington	1111 Third Ave, #201, Seattle, WA 98101	Yes	General Support	\$10,000
	2/15/2017	LEV Foundation	2734 Westlake Ave N, Seattle, WA 98109	Yes	General Support	\$50,000
	2/16/2017	Washington FIRST Robotics	21238 68th Ave South, Kent, WA 98032-1909	Yes	General Support	\$65,000
	2/16/2017	Narrative 4	45 West 73rd St., Suite 5, New York, NY 10023	Yes	General Support	\$50,000
	2/16/2017	MIT	75 Amherst St., Cambridge, MA 02139	Yes	General Support	\$200,000
	3/21/2017	African Leadership Limited	PO Box 7408, New York, NY 10150	Yes	General Support	\$500,000
	3/21/2017	Fred Rogers Company	2100 Wharton St., Suite 700, Pittsburgh, Pennsylvania	Yes	General Support	\$275,000
	3/27/2017	Global Nomads Group	132 Nassau St., Suite 822, New York, NY 10038	Yes	General Support	\$49,133
	3/23/2017	Reach Out and Read	89 South Street, Suite 201, Boston, MA 02111-2678	Yes	General Support	\$25,000
	3/28/2017	CommIt!	2501 Oak Lawn Ave, Suite 800, Dallas, TX 75219	Yes	General Support	\$50,000
	4/10/2017	New York Academy of Sciences	250 Greenwich St., New York, NY 10007-2157	Yes	General Support	\$1,070
	4/10/2017	Oregon Child Development Coalition	P.O. Box 2780, 9140 SW Pioneer Court, Suite E, Wilsonville, OR 97170	Yes	General Support	\$23,938
	4/20/2017	Child Care Aware of America	11th Floor, 1515 N Courthouse Rd., Arlington, VA 22201	Yes	General Support	\$53,771
	5/1/2017	Narrative 4	45 West 73rd St., Suite 5, New York, NY 10023	Yes	General Support	\$100,000
	5/1/2017	NYU	550 First Ave, New York, NY 10016	Yes	General Support	\$100,000
	5/10/2017	National Museum of Mathematics	134 W 26th St. Fourth Floor, 4-9, New York, NY 10001	Yes	General Support	\$20,000
	5/10/2017	Buck Institute for Education	18 Commercial Blvd, Novato, CA 94949	Yes	General Support	\$25,000
	5/10/2017	Shorrtridge High School	3401 N Meridian St., Indianapolis, IN 46205	Yes	General Support	\$1,000
	5/16/2017	Southern Poverty Law Center Inc	400 Washington Avenue, Montgomery, AL 36104	Yes	General Support	\$617
	5/16/2017	Shoreline Public Schools Foundation	18560 1st Ave NE, Shoreline, WA 98155	Yes	General Support	\$209
	5/16/2017	Alphonsus Parish School	5816 15th Ave NW, Seattle, WA 98107	Yes	General Support	\$200
	5/16/2017	Thurgood Marshall Elementary School	2401 S Irving St., Seattle, WA 98144	Yes	General Support	\$418
	5/16/2017	Trehouse	2100 24th Ave S #200, Seattle, WA 98144	Yes	General Support	\$500
	5/16/2017	Washington Bus Education Fund	307 Third Ave S, Suite 530, Seattle, WA 98104	Yes	General Support	\$200
	5/16/2017	Books to Prisoners	92 Pike St Seattle, WA 98101	Yes	General Support	\$209
	5/17/2017	Reach Out and Read National Center	89 South Street, Suite 201, Boston, MA 02111-2678	Yes	General Support	\$25,000
	5/23/2017	New York University	550 First Ave, New York, NY 10016	Yes	General Support	\$39,421
	5/23/2017	Stanford University	3160 Porter Drive, Ste 100, Palo Alto, CA 94304-8445	Yes	General Support	\$100,000
	5/31/2017	Walter Payton College Prep Academy	1034 N Wells St., Chicago, IL 60610	Yes	General Support	\$1,000
	6/1/2017	University of British Columbia	TEF 3, 5th Floor, 6190 Agromony Road, Vancouver, B C V6T	Yes	General Support	\$50,000
	6/2/2017	Aspen Institute	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes	General Support	\$10,000
	6/8/2017	Endoe Magnet High School	128 Clarendon Crescent, Raleigh, NC 27610	Yes	General Support	\$1,000
	7/13/2017	Oregon Department of Early Learning	255 Capitol Street NE, Salem, OR 97310	Yes	General Support	\$89,409
	8/3/2017	Berea College	CR0 2185, Berea, KY 40404	Yes	General Support	\$25,000
	8/3/2017	The Regents of the University of California	2195 Hearst Avenue, Room 130, Berkeley, CA 94720-1103	Yes	General Support	\$50,000
	8/3/2017	Temple University of the Commonwealth System of Higher Education	3340 N Broad St., SCF, 4th Fl. Ste. 427, Philadelphia, PA 19122	Yes	General Support	\$36,304
	8/3/2017	Fractured Atlas	1450 Church St. NW #402, Washington, DC 20005	Yes	General Support	\$25,000
	8/3/2017	NYU	25 West Fourth St., 4th Floor, New York, NY 10012-1119	Yes	General Support	\$100,000
	8/28/2017	Facing History and Ourselves	150 Broadway, Suite 2100, New York, NY 10038	Yes	General Support	\$25,000
	9/15/2017	Narrative 4	45 West 73rd St., Suite 5, New York, NY 10023	Yes	General Support	\$95,000
	9/18/2017	Buck Institute for Education	18 Commercial Blvd, Novato, CA 94949	Yes	General Support	\$10,000
	10/19/2017	International Rescue Committee	122 East 42nd Street, New York, NY 10168-1289	Yes	General Support	\$5,786
	11/8/2017	Global Nomads Group	132 Nassau St. Suite 822, New York, NY 10038	Yes	General Support	\$9,000
	11/22/2017	Syre Elementary PTA	19545 12th Ave NW, Shoreline, WA 98177	Yes	General Support	\$150
	11/27/2017	Raising a Reader	330 Twin Dolphin Drive No 147, Redwood City, CA 94065	Yes	General Support	\$1,000
	11/28/2017	Highland Park High School	102 N 5th Avenue, Highland Park, NJ 08904	Yes	General Support	\$1,000
	11/28/2017	National Academy of Sciences	500 Pilech Street, NW, Keck 731, Washington, D C 20001	Yes	General Support	\$267,000
	11/28/2017	Wheat Ridge High School	9505 W 12nd Ave. Wheat Ridge, CO 80033	Yes	General Support	\$1,000
	11/28/2017	Friends of Northside Inc	159 Northside Dr. Milton, WI 53563	Yes	General Support	\$1,000
	11/28/2017	African Leadership Foundation	PO Box 7408, New York, NY 10150	Yes	General Support	\$1,000
	12/4/2017	Bushwick Northwest	2207 S Hanford St., Seattle, WA 98144	Yes	General Support	\$400
	12/11/2017	New Buffalo High School	1112 E Clay St., New Buffalo, MI 49117	Yes	General Support	\$1,000
	12/11/2017	Deering High School	370 Stevens Ave, Portland, ME 04103	Yes	General Support	\$1,000
	12/11/2017	Baltimore Polytechnic Institute	1400 W Cold Spring Ln, Baltimore, MD 21209	Yes	General Support	\$1,000
	12/11/2017	Facing History and Ourselves	300 Broadway, Suite 2100, New York, NY 10038	Yes	General Support	\$1,000
	12/11/2017	Elkhart High School	301 East Parker, Elkhart, TX 75839	Yes	General Support	\$1,000
	12/11/2017	California Academy of Mathematics and Science	1000 East Victoria Street, Carson, CA 90747	Yes	General Support	\$1,000
	12/14/2017	Cascadia PTA	10002 Aurora Ave N, Ste 36 #244, Seattle, WA 98133-9348	Yes	General Support	\$600
	12/22/2017	New Rochelle High School	265 Clove Road, New Rochelle, NY 10801	Yes	General Support	\$1,000
	12/22/2017	The Prewiss School UC San Diego	9500 Gilman Drive Dept 0536, La Jolla, CA 92093-0536	Yes	General Support	\$1,000
	12/22/2017	Connecticut IB Academy	857 Forbes Street, East Hartford, CT 06084	Yes	General Support	\$500
	12/22/2017	Idea Quest College Preparatory	14001 N Rooth Road, Edinburg, TX 78541	Yes	General Support	\$1,000
	12/22/2017	Sunset Middle School	200 Sunset Trail, Brentwood, TN 37027	Yes	General Support	\$500

\$2,679,666

NON-CASH	Date of Contribution	Name of Recipient	Address	SoLIC.(3)2	Purpose of Grant or Contribution	Fair Market Value of Contribution	Book Value of Contribution	Description
	2/16/2017	Connecticut Association for Human Services	237 Hamilton St., Suite 208, Hartford, CT 06106	Yes		\$700,000	\$1,431,171	377 Shares AMZN
	2/16/2017	New Classrooms	1008 Broadway, 10th Floor, Suite C, San Francisco, CA 94129	Yes		\$1,500,744	\$1,431,171	177 Shares AMZN
	2/16/2017	Arizona State University	1250 General Kennedy, Suite C, San Francisco, CA 94129	Yes		\$72,618	\$69,224	85 Shares AMZN
	2/16/2017	Turnaround for Children	PO Box 2260, Tempe, AZ 85280-2260	Yes		\$500,561	\$477,127	89 Shares AMZN
	2/16/2017	Aspen Institute	25 West 45th St., 6th Floor, New York, NY 10016	Yes		\$715,587	\$715,587	89 Shares AMZN
	2/22/2017	Collaborative for Children	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes		\$1,594,111	\$1,434,394	178 Shares AMZN
	3/16/2017	American Museum of Natural History	1111 N Loop W, Suite 600, Houston, TX 77008	Yes		\$75,798	\$72,444	90 Shares AMZN
	3/16/2017	Character Lab	Central Park West at 79th St, New York, NY 10024-5192	Yes		\$216,476	\$204,453	254 Shares AMZN
	3/16/2017	International Rescue Committee	3701 Market St., 2nd Floor, Philadelphia, PA 19104	Yes		\$750,832	\$709,148	881 Shares AMZN
	3/16/2017	Save the Children	122 E 42nd St, New York, NY 10168-1289	Yes		\$111,656	\$105,446	131 Shares AMZN
	3/16/2017	Third Sector New England	89 South St., Suite 700, Boston, MA 02111	Yes		\$200,286	\$189,160	235 Shares AMZN
	3/22/2017	American Museum of Natural History	Central Park West at 79th St, New York, NY 10024-5192	Yes		\$4,000,577	\$4,382	118 Shares AMZN
	5/1/2017	Presidents and Fellows of Harvard College	501 Kings Highway East, Suite 400, Fairfield, CT 06825	Yes		\$500,285	\$1,451,328	471 Shares AMZN
	5/1/2017	Science Festival Foundation	89 Church St., Cambridge, MA 02138	Yes		\$500,231	\$2,002	529 Shares AMZN
	5/1/2017	University of Washington	475 Riverside Drive, Suite 950, New York, NY 10115	Yes		\$200,231	\$2,002	106 Shares AMZN
	5/1/2017	University of Washington	Fisheries Center Building Box 375988 University of Washington, Seattle, WA 98195-7988	Yes		\$1,738,254	\$403,133	1838 Shares AMZN
	5/1/2017	NYU Langone Medical Center	550 First Ave, New York, NY 10016	Yes		\$1,000,609	\$19,986	1058 Shares AMZN
	5/1/2017	Aspen Institute	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes		\$65,238	\$1,203	69 Shares AMZN
	5/1/2017	Common Sense Media	650 Townsend St., Suite 375, San Francisco, CA 94103-6221	Yes		\$765,092	\$15,282	809 Shares AMZN
	5/1/2017	Woodrow Wilson Academy	5 Vaughn Drive, Suite 300, Princeton, New Jersey 08540	Yes		\$500,264	\$9,993	529 Shares AMZN
	5/1/2017	New Venture Fund	1201 Connecticut Ave NW #1300, Washington, DC 20036	Yes		\$150,356	\$3,004	159 Shares AMZN
	5/1/2017	International Rescue Committee	122 E 42nd St, New York, NY 10168-1289	Yes		\$100,231	\$2,002	106 Shares AMZN
	5/1/2017	Mentor	30 Broad Street, 9th Floor, New York, NY 10004	Yes		\$500,285	\$9,993	529 Shares AMZN
	5/4/2017	Leading Educators	1824 Oretia Castle Haley Blvd., New Orleans, LA 70113	Yes		\$350,332	\$7,008	371 Shares AMZN
	5/23/2017	Save the Children	501 Kings Highway East, Suite 400, Fairfield, CT 06825	Yes		\$1,080,110	\$20,911	1107 Shares AMZN
	5/23/2017	University of Minnesota Foundation	200 Oak St SE, Suite 500, Minneapolis, MN 55455-2010	Yes		\$100,533	\$1,946	103 Shares AMZN
	5/23/2017	Scand for Children WA	5470 Shiloh Ave NW, Suite 510, Seattle, WA 98107	Yes		\$75,152	\$1,455	77 Shares AMZN
	5/23/2017	NYU Medical Center	550 First Ave, New York, NY 10016	Yes		\$150,245	\$2,909	154 Shares AMZN
	6/7/2017	University of Washington	Fisheries Center Building Box 375988 University of Washington, Seattle, WA 98195-7988	Yes		\$149,928	\$150,322	149 Shares AMZN
	6/7/2017	Oregon State University Foundation	2631 SW Campus Way, Room 245, Corvallis, OR 97331-8687	Yes		\$150,331	\$151,331	150 Shares AMZN
	6/7/2017	Aspen Institute	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes		\$427,622	\$428,772	425 Shares AMZN
	6/7/2017	University of Washington	Fisheries Center Building Box 375988 University of Washington, Seattle, WA 98195-7988	Yes		\$157,980	\$158,393	157 Shares AMZN
	6/7/2017	NYU Langone	550 First Ave, New York, NY 10016	Yes		\$13,748,698	\$13,786,277	13665 Shares AMZN
	6/7/2017	NYU Langone	4616 25th Ave NE #4777, Seattle, WA 98105	Yes		\$792,827	\$794,994	788 Shares AMZN
	6/22/2017	CNR	1801 Connecticut Ave NW, Washington, DC 20009	Yes		\$125,260	\$126,109	125 Shares AMZN
	6/22/2017	Search for Common Ground	132 Masan St., Suite 822, New York, NY 10018	Yes		\$201,775	\$201,775	200 Shares AMZN
	6/22/2017	Global Nomads Group	Fisheries Center Building Box 375988 University of Washington, Seattle, WA 98195-7988	Yes		\$170,354	\$171,509	170 Shares AMZN
	6/22/2017	University of Washington	1900 Broadway, Seattle, WA 98195-7988	Yes		\$225,297	\$226,997	225 Shares AMZN
	6/22/2017	Joan Ganz Cooney Center	2500 Broadway, New York, NY 10023 NY 10013	Yes		\$150,198	\$151,331	150 Shares AMZN
	8/4/2017	Sapling Foundation	850 Hudson St., New York, NY 10013	No		\$300,985	\$307,707	305 Shares AMZN
	8/4/2017	Mentor	132 Broad Street, 9th Floor, New York, NY 10004	Yes		\$102,905	\$102,905	102 Shares AMZN
	8/4/2017	Global Nomads Group	133 Nassau Street, Suite 622, New York, NY 10038	Yes		\$1,400,319	\$1,431,594	1419 Shares AMZN
	8/4/2017	The Future Project	616 Broadway, Suite 704, New York, NY 10012	Yes		\$1,150,650	\$1,176,348	1166 Shares AMZN
	8/4/2017	Save the Children	2000 L Street NW, Suite 500, Washington, DC 20036	Yes		\$189,472	\$193,704	192 Shares AMZN
	8/4/2017	Connecticut Association for Human Services	237 Hamilton St., Suite 208, Hartford, CT 06106	Yes		\$200,328	\$204,802	203 Shares AMZN
	8/4/2017	Harvard University	50 Church St., Cambridge, MA 02138	Yes		\$100,657	\$102,905	102 Shares AMZN
	8/4/2017	National League of Cities	1301 Pennsylvania Avenue NW, Suite 550, Washington, DC 20004	Yes		\$409,603	\$409,603	406 Shares AMZN
	8/4/2017	Center on the Study of Social Policy	1575 Eye Street NW, Suite 500, Washington, D C 20005	Yes		\$384,381	\$384,381	381 Shares AMZN
	8/4/2017	University City Children's Center	6646 Vernon Avenue, St. Louis, MO 63130	Yes		\$109,539	\$111,895	111 Shares AMZN
	8/4/2017	NewSchools Fund	1616 Franklin St., 2nd Floor, Oakland, CA 94612	Yes		\$1,000,451	\$1,022,895	1024 Shares AMZN
	8/4/2017	KaBOOM!	4301 Connecticut Ave NW, Suite M1-1, Washington, D C	Yes		\$600,983	\$614,702	609 Shares AMZN
	8/22/2017	University of Washington	Fisheries Center Building Box 375988 University of Washington, Seattle, WA 98195-7988	Yes		\$500,092	\$524,615	520 Shares AMZN
	8/22/2017	Council for a Strong America	1212 New York Avenue NW, Suite 300, Washington, D C 20005	Yes		\$127,908	\$134,180	133 Shares AMZN
	8/22/2017	The Reset Foundation	PO Box 2105, Berkeley, CA 94702	Yes		\$168,300	\$176,553	175 Shares AMZN
	9/18/2017	Aspen Institute	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes		\$519,609	\$510,012	510 Shares AMZN
	9/18/2017	Aspen Institute	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes		\$250,022	\$4,817	255 Shares AMZN
	9/15/2017	Conrad Foundation	1008 General Kennedy, Suite C, San Francisco, CA 94129	Yes		\$100,004	\$1,908	101 Shares AMZN
	9/15/2017	Fahara Institute	1790 Third Street, Suite A, Napa, CA 94559	Yes		\$400,017	\$407,586	404 Shares AMZN
	9/15/2017	President and Fellows of Harvard College	50 Church St., Cambridge, MA 02138	Yes		\$975,259	\$192,359	278 Shares AMZN
	9/15/2017	Icahn School of Medicine	1 Gustave L Levy Place, New York, NY 10029-5674	Yes		\$974,298	\$992,733	994 Shares AMZN
	11/14/2017	University of Washington	Fisheries Center Building Box 375988 University of Washington, Seattle, WA 98195-7988	Yes		\$1,671,537	\$27,919	1478 Shares AMZN
	11/14/2017	University of Washington	Fisheries Center Building Box 375988 University of Washington, Seattle, WA 98195-7988	Yes		\$1,240,647	\$20,722	1097 Shares AMZN
	11/14/2017	Robin Hood Foundation	826 Broadway, 9th Floor, New York, NY 10003	Yes		\$3,000,397	\$50,115	2653 Shares AMZN
	11/14/2017	Save the Children	2000 L Street NW, Suite 500, Washington, DC 20036	Yes		\$750,947	\$12,543	664 Shares AMZN
	11/15/2017	New Classrooms Innovation Partners	1250 Broadway, 10th Floor, New York, NY 10001	Yes		\$2,000,448	\$33,416	1769 Shares AMZN
	11/15/2017	Seattle Foundation	1200 Fifth Avenue, Suite 1300, Seattle, WA 98101	Yes		\$75,482	\$1,266	67 Shares AMZN
	11/15/2017	Washington Charters Association	210 S Hudson St., Suite 324, Seattle, WA 98134	Yes		\$250,125	\$4,194	222 Shares AMZN
	11/15/2017	Temple University of the Commonwealth System of Higher Education	1801 North Broad Street, Philadelphia, PA 19122	Yes		\$100,275	\$1,681	89 Shares AMZN
	11/15/2017	University of Minnesota Foundation	200 Oak St SE, Suite 500, Minneapolis, MN 55455-2010	Yes		\$100,275	\$1,681	89 Shares AMZN
	11/28/2017	The Aspen Institute	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes		\$3,325	\$3,325	176 Shares AMZN
	12/11/2017	The Tides Foundation	P O Box 29903, San Francisco, CA 94129	Yes		\$250,142	\$4,061	215 Shares AMZN

TOTAL CHARITABLE DISTRIBUTIONS \$ 33,057,574

\$52,734,509

\$55,414,175

* The Fair Market Value of the distributed property (shares of AMZN) is determined by taking the average of the high and low price on the date of distribution.
 ** The Book Value of the distributed property (shares of AMZN) is determined by taking the average of the high and low price on the date the property was contributed to the foundation.

SCHEDULE OF CHARITABLE DISTRIBUTIONS