

Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2018

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 2018 or tax year beginning 2018, and ending 20

Name of foundation: BEZOS FAMILY FOUNDATION. A Employer identification number: 91-2073258. B Telephone number: (206) 275-2048. C If exemption application is pending, check here. D 1 Foreign organizations, check here. E If private foundation status was terminated under section 507(b)(1)(A), check here. F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here.

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	4,876,629.	7,757,590.	7,757,590.
	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 7	19,610,721.	79,455,994.	79,455,994.
	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 8)	269,010.	423,854.	417,622.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	24,756,360.	87,637,438.	87,631,206.	
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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	24,756,360.	87,637,438.	
30 Total net assets or fund balances (see instructions)	24,756,360.	87,637,438.		
31 Total liabilities and net assets/fund balances (see instructions)	24,756,360.	87,637,438.		

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	24,756,360.
2 Enter amount from Part I, line 27a	2	55,603,219.
3 Other increases not included in line 2 (itemize) ▶ ATCH 9	3	7,277,859.
4 Add lines 1, 2, and 3	4	87,637,438.
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	87,637,438.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	52,550,137.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	64,423,400.	37,712,074.	1.708296
2016	30,106,750.	46,650,876.	0.645363
2015	24,768,005.	34,265,656.	0.722823
2014	27,697,479.	29,706,048.	0.932385
2013	20,879,756.	29,625,931.	0.704780
2	Total of line 1, column (d)	2	4.713647
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.942729
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	65,833,810.
5	Multiply line 4 by line 3.	5	62,063,442.
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	532,162.
7	Add lines 5 and 6.	7	62,595,604.
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	66,899,073.

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-rows 6a-6d for credits and payments. Total tax due is 77,478.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BEZOSFAMILYFOUNDATION.ORG	X	
14 The books are in care of BEZOS FAMILY FOUNDATION Telephone no 206-275-2048 Located at 1700 7TH AVENUE SUITE 116 #149 SEATTLE, WA ZIP+4 98101		
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 2018, 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 ▶		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) <ul style="list-style-type: none"> (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>	1b	X
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 2018?	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)) <ul style="list-style-type: none"> a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ▶ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____ 	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2018 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 2018)	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 2018?	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.		5b	X
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
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	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)	ATCH 10		
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?		6b	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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?		7b	X
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
ATCH 11		0.	0.	0.

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

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

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 12		336,316.

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)	1,011,648.
2 BEZOS SCHOLARS PROGRAM (SEE ATTACHMENT A)	338,249.
3 STUDENTS REBUILD (SEE ATTACHMENT A)	293,803.
4 MIND IN THE MAKING (SEE ATTACHMENT A)	189,307.

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	40,412,877.
b	Average of monthly cash balances	1b	26,094,942.
c	Fair market value of all other assets (see instructions).	1c	328,536.
d	Total (add lines 1a, b, and c)	1d	66,836,355.
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	66,836,355.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,002,545.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	65,833,810.
6	Minimum investment return. Enter 5% of line 5	6	3,291,691.

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	3,291,691.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	532,162.
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b.	2c	532,162.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,759,529.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	2,759,529.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,759,529.

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	66,899,073.
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	66,899,073.
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	532,162.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	66,366,911.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,759,529.
2 Undistributed Income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20 16, 20 15, 20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013				19,492,657.
b From 2014				26,364,385.
c From 2015				23,284,966.
d From 2016				27,823,112.
e From 2017				62,832,430.
f Total of lines 3a through e	159,797,550.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 66,899,073.				
a Applied to 2017, 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 2018 distributable amount				2,759,529.
e Remaining amount distributed out of corpus	61,139,544			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
b Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	223,937,094.			
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 2017. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				
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 2013 not applied on line 5 or line 7 (see instructions)	19,492,657.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	204,444,437.			
10 Analysis of line 9				
a Excess from 2014	26,364,385.			
b Excess from 2015	23,284,966.			
c Excess from 2016	27,823,112.			
d Excess from 2017	62,832,430.			
e Excess from 2018	64,139,544.			

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 2018, 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 main columns: (a) 2018, (b) 2017, (c) 2016, (d) 2015, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions, 2d Exempt activities, 2e 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 13

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
a Paid during the year SEE ATTACHMENT C				59,789,028.
Total				59,789,028.
b Approved for future payment				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	93,519.	
4 Dividends and interest from securities			14	572,297.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,321,955.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a MISCELLANEOUS			41	276.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-655,863.	
13 Total. Add line 12, columns (b), (d), and (e) 13				-655,863.	

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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 contains 'N/A' for both (b) and (d).

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 No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are currently 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: Signature of officer or trustee, Date, Title, May the IRS discuss this return with the preparer shown below? See instructions X Yes No

Print/Type preparer's name: KENNETH RAGSDALE; Preparer's signature; Date: 11/12/19; Check 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

2018

▶ 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

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 (entering "N/A" in column (b) instead of the contributor name and address), 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	\$ 123,566,400.	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)
		\$ _____	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	625,000 SHARES JUNO THERAPEUTICS, INC.	\$ 53,590,625.	02/09/2018
1	500 SHARES AMAZON.COM INC.	\$ 820,770.	06/01/2018
1	15,000 SHARES AMAZON.COM INC.	\$ 24,833,755.	06/04/2018
1	30,000 SHARES AMAZON.COM INC.	\$ 44,321,250.	11/20/2018
		\$	
		\$	

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	
_____		_____	
_____		_____	
_____		_____	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>		
OTHER INCOME	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	276.	276.
TOTALS	<u>276.</u>	<u>276.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PERKINS COIE, LLP ACTIVITIES LISTED IN PART IX-A	145,623. 190,692.			145,623. 190,692.
TOTALS	<u>336,315.</u>			<u>336,315.</u>

ATTACHMENT 3

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 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL FEES ACTIVITIES LISTED IN PART IX-A	364,415. 122,609.	364,415. 122,609.
TOTALS	<u>487,024.</u>	<u>487,024.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL TAXES	400,000.
TOTALS	<u>400,000.</u>

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

Kind of Property		Description				P r o p e r t y	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)		
54375000.		625,000 SHS JUNO PROPERTY TYPE: SECURITIES 2,500,000.				D VARIOUS 51875000.	03/07/2018	
1,011,524.		520 SHS AMZN PROPERTY TYPE: SECURITIES 7.				D VARIOUS 1,011,517.	09/24/2018	
2,166,733.		1,300 SHS AMZN PROPERTY TYPE: SECURITIES 17.				D VARIOUS 2,166,716.	12/11/2018	
9,334,000.		9,331,200.64 SHS SCHWAB VARIABLE SHARE P PROPERTY TYPE: SECURITIES 9,334,000.				P 08/07/2018	09/06/2018	
3,300,000.		3,299,010.297 SHS SCHWAB VARIABLE SHARE PROPERTY TYPE: SECURITIES 3,300,000.				P VARIOUS	10/03/2018	
3,300,000.		3,299,340.132 SHS SCHWAB VARIABLE SHARE PROPERTY TYPE: SECURITIES 3,300,330.				P VARIOUS	11/06/2018 -330.	
3,300,000.		3,299,340.132 SHS SCHWAB VARIABLE SHARE PROPERTY TYPE: SECURITIES 3,300,330.				P 08/07/2018	12/03/2018 -330.	
117,671.		125,000 SHS US TREAS NT 2&02/25UST NOTE PROPERTY TYPE: SECURITIES 118,550.				P 09/10/2018	10/01/2018 -879.	
60,644.		60,000 SHS GENERAL ELECTRIC PROPERTY TYPE: SECURITIES 62,201.				P 09/11/2018	11/05/2018 -1,557.	
39,652.		40,000 SHS US TREASURY NT 1.625&08/19UST PROPERTY TYPE: SECURITIES 39,652.				P 09/27/2018	11/14/2018	
		WRITE-OFF - LIGHTSAIL INC. PROPERTY TYPE: SECURITIES 2,500,000.				P 02/25/2016	01/31/2018 -2500000.	
TOTAL GAIN(LOSS)							<u>52550137.</u>	

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
BANK FEES	745.	
SERVICE EXPENSE	3,046,232.	3,046,232.
MARKETING EXPENSE	333,925.	333,925.
GRANT SPONSORSHIP	44,976.	44,976.
MEMBERSHIP	28,600.	28,600.
INSURANCE	8,073.	8,073.
DIGITAL SUPPORT	722,802.	722,802.
WEBSITE	306,223.	306,223.
ADVERTISING	150,000.	150,000.
OTHER EXPENSE	114,894.	114,894.
ACTIVITIES LISTED IN PART IX-A	1,519,706.	1,519,706.
TOTALS	<u>6,276,176.</u>	<u>6,275,431.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMAZON COM, INC.	34,603,887.	34,603,887.
SEE ATTACHMENT C-1	6,049,959.	6,049,959.
SEE ATTACHMENT C-2	25,357,995.	25,357,995.
AFRICAN LEADERSHIP LTD	3,333,333.	3,333,333.
BLACKSTONE PTNRS OFFSHORE FUND	6,726,593.	6,726,593.
LIGHTSAIL INC.		
CQS DIRECTIONAL OPPORTUNITIES	1,737,360.	1,737,360.
HAWKES BAY INVESTORS (CAYMAN)	1,646,867.	1,646,867.
TOTALS	<u>79,455,994.</u>	<u>79,455,994.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MITM - INTANGIBLE ASSETS	269,010.	269,010.
NB CROSSROADS PRIV MKTS FUND V	154,844.	148,612.
TOTALS	<u>423,854.</u>	<u>417,622.</u>

ATTACHMENT 9

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS	7,277,859.
TOTAL	<u>7,277,859.</u>

ATTACHMENT 10FORM 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: 11/29/2018
GRANT AMOUNT: 501,348.
GRANT PURPOSE: EXCLUSIVELY FOR EXEMPT PURPOSES AS DESCRIBED IN
SEC. 501(C)(3) OF THE INTERNAL REVENUE CODE.
AMOUNT EXPENDED: 501,348.
ANY DIVERSION? NO
DATES OF REPORTS: 01/31/2019
VERIFICATION DATE: 01/31/2019
RESULTS OF VERIFICATION:
SEE ATTACHMENT B

GRANTEE'S NAME: FISH 'N FINS
GRANTEE'S ADDRESS: LITTLE BAY CLUBHOUSE
CITY, STATE & ZIP: LITTLE BAY
FOREIGN COUNTRY: MONTSERRAT M MSR1120
GRANT DATE: 11/09/2018
GRANT AMOUNT: 25,000.
GRANT PURPOSE: EXCLUSIVELY FOR EXEMPT PURPOSES AS DESCRIBED IN
SEC. 501(C)(3) OF THE INTERNAL REVENUE CODE.
AMOUNT EXPENDED: 25,000.
ANY DIVERSION? NO
DATES OF REPORTS: 05/31/2019
VERIFICATION DATE: 05/31/2019
RESULTS OF VERIFICATION:
SEE ATTACHMENT B

GRANTEE'S NAME: I AM WATER TRUST
GRANTEE'S ADDRESS: 55 SARDINIA DRIVE
CITY, STATE & ZIP: FISH HOEK
FOREIGN COUNTRY: SOUTH AFRICA 7975
GRANT DATE: 11/12/2018
GRANT AMOUNT: 25,000.
GRANT PURPOSE: EXCLUSIVELY FOR EXEMPT PURPOSES AS DESCRIBED IN
SEC. 501(C)(3) OF THE INTERNAL REVENUE CODE.
AMOUNT EXPENDED: 25,000.
ANY DIVERSION? NO
DATES OF REPORTS: 03/31/2019
VERIFICATION DATE: 03/31/2019
RESULTS OF VERIFICATION:
SEE ATTACHMENT B

BEZOS FAMILY FOUNDATION

2018 FORM 990-PF

91-2073258

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

ATTACHMENT 11

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS EXPENSE ACCT AND OTHER ALLOWANCES

COMPENSATION

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

NAME AND ADDRESS

DIRECTOR

MIGUEL A. BEZOS
1700 7TH AVENUE SUITE 116
#149
SEATTLE, WA 98101

DIRECTOR

JACKLYN G. BEZOS
1700 7TH AVENUE SUITE 116
#149
SEATTLE, WA 98101

DIRECTOR

CHRISTINA BEZOS POORE
1700 7TH AVENUE SUITE 116
#149
SEATTLE, WA 98101

DIRECTOR

MARK S. BEZOS
1700 7TH AVENUE SUITE 116
#149
SEATTLE, WA 98101

DIRECTOR

LISA BEZOS
1700 7TH AVENUE SUITE 116
#149
SEATTLE, WA 98101

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

ATTACHMENT 11 (CONT'D)

	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
--	--	--

<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>

NAME AND ADDRESS

DIRECTOR

STEPHEN S. POORE
1700 7TH AVENUE SUITE 116
#149
SEATTLE, WA 98101

DIRECTOR

JEFFREY P. BEZOS
1700 7TH AVENUE SUITE 116
#149
SEATTLE, WA 98101

DIRECTOR

MACKENZIE T. BEZOS
1700 7TH AVENUE SUITE 116
#149
SEATTLE, WA 98101

GRAND TOTALS

<u>0.</u>	<u>0.</u>	<u>0.</u>
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990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 12

<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	336,316.
	TOTAL COMPENSATION	<u>336,316.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

STATEMENT ATTACHED TO AND MADE A PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2018

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 \$5 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.

Bezos Family Foundation

Attachment to Form 990-PF
Part VII-A, Question 5c on page 6

Expenditure Responsibility Statement
For the year 2018

Pursuant to IRC Regulation § 53.4945-5(d)(2), the Bezos Family Foundation provides the following information:

- (i) Grantee: Sapling Foundation
250 Hudson St Rm 1002
New York, NY 10013
- (ii) Amount of Grant(s): October 31st, 2018 \$500,000 (operating support)
- (iii) Purpose of Grant(s): To support TED-Ed clubs, curriculum, and salons. Supporting innovative ideas in education and adapting TED-Ed curriculum for elementary and high school students.
- (iv) and (vi) Reports: TED-Ed submitted full and complete reports of its expenditure of operating support grant on January 31, 2019.
- (v) Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Bezos Family Foundation

Attachment to Form 990-PF
Part VII-A, Question 5c on page 6

Expenditure Responsibility Statement
For the year 2018

Pursuant to IRC Regulation § 53.4945-5(d)(2), the Bezos Family Foundation provides the following information:

- (i) Grantee: Fish 'N Fins
Little Bay Clubhouse
Little Bay, M MSR1120, Montserrat
- (ii) Amount of Grant(s): November 9, 2018 \$25,000 (operating support)
- (iii) Purpose of Grant(s): To fund Montserrat's first STEAM Festival 'SEA Debris' for island's youth & first 2-week Easter ocean camp for Grade K to 6. Project Impact: Expected at over 1000 local children/youth. Funding will also include long term local capacity building.
- (iv) and (vi) Reports: Fish 'N Fins submitted a report of its expenditure of operating support grant on May 31, 2019.
- (v) Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Bezos Family Foundation

Attachment to Form 990-PF
Part VII-A, Question 5c on page 6

Expenditure Responsibility Statement
For the year 2018

Pursuant to IRC Regulation § 53.4945-5(d)(2), the Bezos Family Foundation provides the following information:

- (i) Grantee: I AM WATER Trust
55 Sardinia Drive
Fish Hoek, 7975 South Africa
- (ii) Amount of Grant(s): November 12, 2018 \$25,000 (operating support)
- (iii) Purpose of Grant(s): I AM WATER's Ocean Guardian Program empowers low-income communities to reconnect with their oceans. Over a period of two days, Grade 7 students gain an experiential connection to the ocean that motivates both a conservation mindset and healthy emotional development.
- (iv) and (vi) Reports: The I AM WATER Trust submitted full and complete reports of its expenditure of operating support grant on March 31, 2019.
- (v) Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

STATEMENT ATTACHED TO FORM 990FE FOR Y/E 12/31/2018

BEZOS FAMILY FOUNDATION

CASH	Date of Contribution	Name of Recipient	Address	501(c)(3)?	Purpose of Grant or Contribution	Value of Contribution
	1/8/2018	Alanna & Tracy Munning Senior High School	2007 NE 151st St, North Miami Beach, FL 33160	Yes	General Support	\$1,000
	1/8/2018	Patrick Henry High School	4320 Newcom Ave N Minneapolis, MN 55412	Yes	General Support	\$1,000
	1/9/2018	School For Advanced Studies-Wolfson	25 NE 2nd St, Miami, FL 33132	Yes	General Support	\$1,000
	1/19/2018	Detroit Lakes High School	1301 Roosevelt Ave, Detroit Lakes, MN 56501	Yes	General Support	\$1,000
	1/19/2018	Tony High School	1111 W Century Blvd, Lomb, CA 95240	Yes	General Support	\$1,000
	1/29/2018	Shades of Green Center for Humanity	801 Second Ave, Seattle, WA 98121	Yes	General Support	\$300
	1/29/2018	Shades of Green Center for Humanity	801 Second Ave, Seattle, WA 98121	Yes	General Support	\$300
	2/1/2018	Young Women's Pierrepont Network	2504 Sulas Avenue, Dallas, TX 75204	Yes	General Support	\$1,000
	2/7/2018	Fractured Atlas	1450 Church St, NW #402, Washington, DC 20005	Yes	General Support	\$170,000
	2/20/2018	The Children's Aid Society	5907 Martin Luther King Junior Way, Seattle, WA 98118	Yes	General Support	\$15,000
	2/20/2018	Reach Out and Read, Inc	711 Third Avenue, Suite 700, New York, NY 10017	Yes	General Support	\$20,000
	2/20/2018	Reach Out and Read, Inc	75 Maiden Lane, Suite 1102, New York, NY 10038	Yes	General Support	\$40,000
	2/20/2018	SystemsGo	3400 NW 80th Street #115, Seattle, WA 98117	Yes	General Support	\$15,000
	2/20/2018	Trans Read	P O Box 2618, Fredericksburg, TX 78624	Yes	General Support	\$20,000
	2/20/2018	Technology Access Foundation	P O Box 94042, Seattle WA 98124	Yes	General Support	\$10,000
	2/20/2018	For Inspiration and Recognition of Science and Technology (FIRST)	605 SW 108th St, Seattle, WA 98146	Yes	General Support	\$20,000
	2/20/2018	FIRST Washington	200 Bedford St., Manchester, NH 03101	Yes	General Support	\$60,000
	2/20/2018	Wellspring Family Services	21238 68th Avenue South, Kent, WA 98032	Yes	General Support	\$50,000
	2/20/2018	Westchester Jewish Community Services	1200 Maines Avenue South, Seattle, WA 98144	Yes	General Support	\$10,000
	2/22/2018	Impact4Kids	141 North Central Avenue, Hartsdale, NY 10530	Yes	General Support	\$40,000
	2/22/2018	Board of Trustees of the Inland Stanford Junior University	1460 Broadway, New York, NY 10036	Yes	General Support	\$200,000
	2/23/2018	LEV Foundation	3160 Porter Drive, Ste 100, Palo Alto, CA 94304-8445	Yes	General Support	\$50,000
	2/23/2018	Public Health - Seattle & King County	2134 Westlake Avenue North, Seattle, WA 98109	Yes	General Support	\$10,000
	2/26/2018	Bank Street College of Education	401 5th Ave, Suite 1300, Seattle, WA 98104	Yes	General Support	\$93,000
	2/26/2018	Child Care Resources of Macleand Inc	610 West 112th Street, New York, NY 10025	Yes	General Support	\$500
	2/26/2018	National Association for the Education of Young Children	235 North Main Street, Spring Valley, NY 10977	Yes	General Support	\$300
	2/26/2018	Pike Market Child Care and Preschool	1313 L Street NW #10 300, Washington, DC 20005	Yes	General Support	\$300
	3/15/2018	Global Hobas Group	1501 Pike Place Suite 222, Seattle, WA 98101	Yes	General Support	\$849
	3/19/2018	National Public Education Support Fund	132 Nassau St Suite 822, New York, NY 10038	Yes	General Support	\$101,000
	3/19/2018	Raising A Reader	1908 L Street NW, Suite 520, Washington, DC 20036	Yes	General Support	\$30,000
	3/19/2018	Oregon Department of Education	330 Twin Dolphin Dr., Suite 147, Redwood City, CA 94065	Yes	General Support	\$25,000
	4/12/2018	Orange High School	775 Summer St W, Suite 300, Salem, OR 97301	Yes	General Support	\$60,000
	4/20/2018	Youth Empowered Solutions (YES)	525 H. Shaffer St, Orange, CA 92667	Yes	General Support	\$1,000
	5/16/2018	The Aspen Institute	4021 Cary Drive, Suite 160, Raleigh, NC 27610	Yes	General Support	\$1,000
	5/16/2018	Marva Challenge	222 West 134th Street, New York, NY 10030	Yes	General Support	\$10,000
	5/21/2018	FIRST Washington	332 S Michigan Ave Suite 400, Chicago IL 60604	Yes	General Support	\$30,000
	5/21/2018	PBS Foundation	21238 68th Avenue South, Kent WA 98032	Yes	General Support	\$200
	5/21/2018	Pike Market Child Care and Preschool	2100 Crystal Drive Suite 3rd Fl, Arlington, VA 22202	Yes	General Support	\$200
	5/21/2018	Thurgood Marshall Elementary School	1501 Pike Place Suite 222, Seattle, WA 98101	Yes	General Support	\$500
	5/21/2018	Washington Middle School PPSA	2401 S. Irving St, Seattle, WA 98144	Yes	General Support	\$400
	5/24/2018	Baltimore City College High School	510 S 9th St, Yelina, WA 98901	Yes	General Support	\$500
	6/6/2018	National Head Start Association	3220 The Alameda, Baltimore, MD 21218	Yes	General Support	\$2,000
	6/21/2018	Council for a Strong America	1651 Prince Street Alexandria, VA 22314	Yes	General Support	\$56,700
	6/21/2018	Association of Children's Museums	1212 New York Avenue NW, Suite 300, Washington, D C 20005	Yes	General Support	\$50,000
	6/27/2018	Association of Children's Museums	2511 Jefferson Davis Highway, Suite 600, Arlington, VA	Yes	General Support	\$98,000
	6/27/2018	Association of Children's Museums	2511 Jefferson Davis Highway, Suite 600, Arlington, VA	Yes	General Support	\$15,000

STATEMENT ATTACHED TO FORM 990PF FOR Y/E 12/31/2018

BEZOS FAMILY FOUNDATION

Date	Organization	Address	Yes	General Support	Amount
7/13/2018	Envision Utah	254 South 500 East #201, Salt Lake City, UT 84102	Yes	General Support	\$32,500
8/9/2018	Sacred Hearts Academy	3253 Waiwale Ave, Honolulu, HI 96816	Yes	General Support	\$250
8/28/2018	The Regents of the University of California	University of California, Berkeley, Contracts and Grants Accounting, c/o Elizabeth Chaves, Interim Director, 2195 Hearst Avenue, Room 130, Berkeley, CA 94720-1103	Yes	General Support	\$50,000
9/11/2018	International Rescue Committee Inc	122 East 42nd Street, New York, NY 10168	Yes	General Support	\$2,000
9/11/2018	Buch Institute of Education	3 Hamilton Lane, Singapore, Singapore	Yes	General Support	\$100,000
9/21/2018	Narrative 4	45 West 73rd St Suite 5, New York, NY 10023	Yes	General Support	\$375,000
9/21/2018	National Governors Association	444 North Capitol Street, Suite 267, Washington, DC 20001	Yes	General Support	\$50,000
9/28/2018	Seattle Foundation	1700 Fifth Avenue, Suite 1300, Seattle, WA 98101	Yes	General Support	\$15,000
9/28/2018	The Aspen Institute	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes	General Support	\$40,000
9/28/2018	Science Festival Foundation	475 Riverside Drive, Suite 950, New York, NY 10115	Yes	General Support	\$25,000
10/1/2018	Facing History and Ourselves	16 Nord Rd, Brookline, MA 02445	Yes	General Support	\$25,000
11/6/2018	Children's Museum of Manhattan	212 West 83rd Street, New York, New York 10024	Yes	General Support	\$125,000
11/9/2018	Powerful Voices	1620 18th Avenue Suite 100, Seattle, WA 98122	Yes	General Support	\$250
11/16/2018	Envision Utah	254 South 500 East #201, Salt Lake City, UT 84102	Yes	General Support	\$65,000
11/23/2018	The Aspen Institute	One Dupont Circle NW Suite 700, Washington, DC 20036	Yes	General Support	\$50,000
11/29/2018	Fish 'N Fish	Little Bay Clubhouse, Little Bay, M NSR1120, Montserrat	Yes	General Support	\$25,000
11/29/2018	Earth Force	PO Box 1228 Denver, CO 80201	Yes	General Support	\$100,000
11/29/2018	New York Harbor Foundation	10 South Street, New York, NY 10004	Yes	General Support	\$15,000
11/29/2018	Samuel Lawrence Foundation	P O Box F, Del Mar, CA 92014	Yes	General Support	\$25,000
11/29/2018	Trust for Conservation Innovation DBA Multiplier	405 14th Street, Suite 164, Oakland, CA 94612	Yes	General Support	\$22,800
12/4/2018	Earchcno International	2101 L Street NW, Suite 800, Washington, DC 20037	Yes	General Support	\$15,000
12/4/2018	Beyond the Surface International	3212 Grant Street, San Diego, CA 92103	Yes	General Support	\$25,000
12/7/2018	Wildlife Conservation Network	209 Massachusetts Street, San Francisco, CA 94107	Yes	General Support	\$22,000
12/11/2018	Amundsen High School	5110 N Damen Ave, Chicago, IL 60625	Yes	General Support	\$1,000
12/11/2018	Gonzales High School	1801 N Sarah Devette Dr, Gonzales, TX 78629	Yes	General Support	\$1,000
12/11/2018	Harrisburg High School Scitach Campus	215 Market St, Harrisburg, PA 17101	Yes	General Support	\$1,000
12/11/2018	Ida Quest College Preparatory	14001 N Hooch Road, Edinburg, TX 78541	Yes	General Support	\$1,000
12/11/2018	James Millhouse High School	480 Sherman Pkwy, New Haven, CT 06511	Yes	General Support	\$1,000
12/11/2018	Maalar Foundation	3721 Charter Oaks Blvd Clinton Township, MI 48035	Yes	General Support	\$1,000
12/11/2018	Pirate Boater Club	PO Box 44, Pomeroy, WA 99347	Yes	General Support	\$1,000
12/11/2018	Sunset Middle School	200 Sunset Trail, Brentwood, TN 37027	Yes	General Support	\$1,000
12/11/2018	West High School	241 N 300 W, Salt Lake City, UT 84103	Yes	General Support	\$1,000
12/11/2018	West Valley High School PPSA	1304 Fulwett Ave Ste 300, Tacoma, WA 98402	Yes	General Support	\$1,000
12/11/2018	Young Namana Preparatory Htweory	2804 Swiss Avenue, Dallas, TX 75204	Yes	General Support	\$1,000
12/12/2018	Deep South Center for Environmental Justice	3801 Lure Forest Blvd, New Orleans, LA 70127	Yes	General Support	\$25,000
12/13/2018	AM WATER Trust	55 Sardinia Drive Fish Hoek 7975, South Africa	Yes	General Support	\$25,000
12/14/2018	New Classroom Innovation Partners	1250 Broadway, 30th Floor, New York, NY, 10001	Yes	General Support	\$55
12/14/2018	FIRST Washington	21238 68th Avenue South, Kent, WA 98032	Yes	General Support	\$50,000
12/20/2018	Aanea	5907 Martin Luther King Jr Way South, Seattle, WA 98118	Yes	General Support	\$20,000
12/20/2018	WellSpring Family Services	1900 Rainier Avenue South, Seattle, WA 98144	Yes	General Support	\$20,000
12/20/2018	TEAM Read	P O Box 94042, Seattle, WA 98124	Yes	General Support	\$20,000
12/20/2018	Trehouse	2100 24th Avenue South, Suite 200, Seattle, WA 98144	Yes	General Support	\$20,000
12/20/2018	Open Arms Perinatal Services	2524 16th Ave South, Suite 207-A Seattle, WA 98144	Yes	General Support	\$15,000
12/20/2018	University of Washington Foundation	University of Washington Foundation, Box 359505, Seattle, WA 98195	Yes	General Support	\$20,000
12/21/2018	Baltimore City College High School	3220 The Alameda, Baltimore, MD 21218	Yes	General Support	\$1,000
12/21/2018	Baltimore Polytechnic Institute	1400 W Cold Spring Ln, Baltimore MD 21209	Yes	General Support	\$1,000
12/21/2018	Charlottesville High School	1400 Melbourne Road Charlottesville, VA 22901	Yes	General Support	\$1,000
12/21/2018	Elkhart High School	301 East Parter, Elkhart, TX 75029	Yes	General Support	\$1,000
12/21/2018	Watlington School of Health Professions	2302 N 21st St, Wallington, TX 78550	Yes	General Support	\$1,000
12/21/2018	New Buffalo High School	1112 E Chatter St, New Buffalo, MI 49117	Yes	General Support	\$1,000
12/21/2018	Orange High School	525 N Shafter St, Orange, CA 93667	Yes	General Support	\$1,000
12/27/2018	The Greater Seattle Bureau of Fearless Ideas	8414 Greenwood Ave North, Seattle, WA 98103	Yes	General Support	\$10,000
12/27/2018	Reading a Reader Adpen to Periachute	817 Colorado Avenue #295, Glenwood Springs, CO 81601	Yes	General Support	\$25,000
12/27/2018	Reading a Reader	330 Twin Dolphin Dr, Suite 147, Redwood City, CA 94065	Yes	General Support	\$30,000
12/27/2018	Heritage University	Heritage University, 3240 Fort Road, Tappanish, WA 98949	Yes	General Support	\$40,000

\$2,860,000

BEZOS FAMILY FOUNDATION

STATEMENT ATTACHED TO FORM 990FF FOR Y/E 12/31/2018

91-2073258

NON-CASH	Date of Contribution	Name of Recipient	Address	SOLELY FOR CONTRIBUTION	Proportion of Grant or Contribution	Fair Market Value of Contribution	Book Value of Contribution	Description
	2/22/2018	University of Oregon	1583 E 11th Ave, Eugene, OR 97403	Yes		\$238,317	\$3,248	177 Shares AMZN
	2/22/2018	EL Education, Inc	247 West 35th Street, 9th Floor, New York, NY 10001	Yes		\$500,239	\$6,328	335 Shares AMZN
	2/22/2018	Equal Opportunity Schools	130 Nicholson Street, 4200, Seattle, WA 98109	Yes		\$376,259	\$4,760	232 Shares AMZN
	2/22/2018	Sunbelt Public Schools	900 Island Drive, Suite 203, Richmond, VA 23260	Yes		\$327,022	\$4,137	219 Shares AMZN
	2/22/2018	Zero to Three	1555 23rd Street NW, Suite 350, Washington, DC 20007	Yes		\$82,582	\$1,171	62 Shares AMZN
	2/22/2018	Search for Common Ground	1601 Connecticut Ave NW, Washington, DC 20009	Yes		\$130,818	\$1,908	101 Shares AMZN
	2/22/2018	Archaeological Institute of Technology (AIT)	75 Amherst St, Cambridge, MA 02139	Yes		\$1,266	\$17	67 Shares AMZN
	2/22/2018	Smithsonian National Museum of Natural History	Central Park West at 79th St, New York, NY 10024-5192	Yes		\$4,000,525	\$47,603	2520 Shares AMZN
	3/15/2018	James B. Hunt Jr. Institute for Educational Leadership and Policy Foundation	1000 Park Ave NE #471, Seattle, WA 98105	Yes		\$125,413	\$1,492	79 Shares AMZN
	3/15/2018	The Aspen Institute	One Dupont Circle NW, Suite 500, Durham, NC 27713	Yes		\$1,176,214	\$2,997	111 Shares AMZN
	3/15/2018	The Aspen Institute	One Dupont Circle NW, Suite 500, Washington, DC 20036	Yes		\$1,000,131	\$11,900	630 Shares AMZN
	3/15/2018	Children's Museum of Manhattan	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes		\$7,200,919	\$86,309	434 Shares AMZN
	3/15/2018	New Venture Fund	212 West 83rd Street, New York, NY 10024	Yes		\$3,985,200	\$49,704	249 Shares AMZN
	3/15/2018	California Community Foundation	1501 Connecticut Ave NW #300, Washington, DC 20036	Yes		\$180,339	\$1,908	101 Shares AMZN
	3/15/2018	First Committee Association	221 S FIGUEROA ST #400, LOS ANGELES, CA 90012	Yes		\$76,200	\$907	48 Shares AMZN
	3/15/2018	New Tech Network, Inc	340 Connecticut Ave NW #1300, Washington, DC 20036	Yes		\$501,223	\$6,196	328 Shares AMZN
	3/15/2018	Science Festival Foundation	1250 Main Street, Suite 100, Hapa, CA 94559	Yes		\$435,380	\$5,529	298 Shares AMZN
	3/15/2018	University of Washington	475 Riverside Drive, Suite 950, New York, NY 10115	Yes		\$100,640	\$1,190	63 Shares AMZN
	3/15/2018	McAfee Institute	UN Box 353226, Seattle, WA 98195	Yes		\$236,926	\$3,060	162 Shares AMZN
	3/15/2018	President and Fellows of Harvard College	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes		\$94,200	\$1,183	592 Shares AMZN
	3/15/2018	Sesame Workshop - Afghanistan, Inc	20 Broad Street, 9th Floor, New York, NY 10004	Yes		\$1,000,542	\$11,825	626 Shares AMZN
	3/15/2018	Woodrow Wilson Academy	P.O. Box 603215, Cambridge, MA 02138	Yes		\$49,548	\$586	31 Shares AMZN
	3/15/2018	Common Sense Media	1900 Broadway, New York, NY 10001	Yes		\$10,805	\$10,805	572 Shares AMZN
	3/15/2018	Transcend	5 Vaughn Drive, Suite 100, Princeton, New Jersey 08540	Yes		\$150,251	\$1,776	94 Shares AMZN
	3/15/2018	Children's Museum of Manhattan	261 Madison Ave, 9th Floor, New York, NY 10016	Yes		\$200,191	\$2,500	160 Shares AMZN
	3/15/2018	University of Minnesota Foundation	450 Townsend St., Suite 375, San Francisco, CA 94103-6221	Yes		\$761,382	\$9,765	624 Shares AMZN
	3/15/2018	Global Nomads Group	159 Lincoln Ave., Hastings-on Hudson, NY 10706-2012	Yes		\$430,631	\$5,474	348 Shares AMZN
	3/15/2018	Global Nomads Group	212 West 83rd Street, New York, NY 10024	Yes		\$1,000,264	\$970,172	586 Shares AMZN
	3/15/2018	The Future Project	105 E 17th Street, 2nd Fl, New York, NY 10003	Yes		\$64,864	\$82,912	38 Shares AMZN
	3/15/2018	Common Sense Media	200 Oak St SE, Suite 500, Minneapolis, MN 55455-2010	Yes		\$31,208	\$49,668	30 Shares AMZN
	3/15/2018	Common Sense Media	132 Nassau St Suite 822, New York, NY 10003	Yes		\$31,208	\$49,668	30 Shares AMZN
	3/15/2018	Common Sense Media	626 Broadway, Suite 704, New York, NY 10012	Yes		\$2,306,069	\$22,236,694	1331 Shares AMZN
	3/15/2018	Global Nomads Group	450 Broad Street, 9th Floor, New York, NY 10004	Yes		\$101,167	\$97,679	59 Shares AMZN
	3/15/2018	Global Nomads Group	132 Nassau St., Suite 375, San Francisco, CA 94103-6221	Yes		\$751,764	\$698,922	398 Shares AMZN
	3/15/2018	Global Nomads Group	132 Nassau St., Suite 375, New York, NY 10003	Yes		\$1,001,093	\$877,459	530 Shares AMZN
	3/15/2018	Global Nomads Group	1616 Franklin St, 2nd Fl, New York, NY 10003	Yes		\$231,258	\$220,193	133 Shares AMZN
	3/15/2018	Global Nomads Group	P.O. Box 29907, San Francisco, CA 94139-0907	Yes		\$1,250,427	\$1,097,456	624 Shares AMZN
	3/15/2018	Global Nomads Group	6648 Vernon Avenue, St Louis, MO 63130	Yes		\$1,250,427	\$1,097,456	624 Shares AMZN
	3/15/2018	Global Nomads Group	UN Box 353226, Seattle, WA 98195	Yes		\$1,250,427	\$1,097,456	624 Shares AMZN
	3/15/2018	Global Nomads Group	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes		\$1,250,427	\$1,097,456	624 Shares AMZN
	3/15/2018	Global Nomads Group	1515 H Couchhouse Rd., 11th Floor, Arlington, VA 22201	Yes		\$430,902	\$354,295	214 Shares AMZN
	3/15/2018	Global Nomads Group	132 Nassau St Suite 822, New York, NY 10003	Yes		\$159,071	\$130,791	79 Shares AMZN
	3/15/2018	Global Nomads Group	105 E 17th Street, 2nd Fl, New York, NY 10003	Yes		\$50,339	\$41,350	25 Shares AMZN
	3/15/2018	Global Nomads Group	3340 N Broad St., SCE, 4th Fl, Philadelphia, PA 19102	Yes		\$50,339	\$41,350	25 Shares AMZN
	3/15/2018	Global Nomads Group	1255 21st Street, Suite 500, Minneapolis, MN 55455-2010	Yes		\$50,339	\$41,350	25 Shares AMZN
	3/15/2018	Global Nomads Group	1255 21st Street, Suite 500, Washington, DC 20037	Yes		\$100,678	\$82,779	50 Shares AMZN
	3/15/2018	Global Nomads Group	1255 21st Street, Suite 500, Washington, DC 20036	Yes		\$187,509	\$160,592	97 Shares AMZN
	3/15/2018	Global Nomads Group	75 Amherst St, Cambridge, MA 02139	Yes		\$336,996	\$375,817	271 Shares AMZN
	3/15/2018	Global Nomads Group	1301 Pennsylvania Avenue NW Suite 550, Washington DC, DC 20004	Yes		\$531,874	\$455,286	276 Shares AMZN
	3/15/2018	Global Nomads Group	1575 Eye Street NW, Suite 500, Washington, DC 20005	Yes		\$450,600	\$385,751	233 Shares AMZN
	3/15/2018	Global Nomads Group	2000 L Street, NW, Suite 500, Washington, DC 20036	Yes		\$2,270,404	\$1,943,655	1174 Shares AMZN
	3/15/2018	Global Nomads Group	826 Broadway, 9th Floor, New York, NY 10003	Yes		\$927,816	\$595,684	339 Shares AMZN
	3/15/2018	Global Nomads Group	3701 Market St., 2nd Floor, Philadelphia, PA 19104	Yes		\$462,203	\$587,592	318 Shares AMZN
	3/15/2018	Global Nomads Group	105 E 17th Street, 2nd Fl, New York, NY 10003	Yes		\$1,001,763	\$1,284,733	776 Shares AMZN
	3/15/2018	Global Nomads Group	UN Box 353226, Seattle, WA 98195	Yes		\$1,500,710	\$1,079,136	65 Shares AMZN
	3/15/2018	Global Nomads Group	UN Box 353226, Seattle, WA 98195	Yes		\$125,704	\$129,136	78 Shares AMZN
	3/15/2018	Global Nomads Group	2285 1/2 Street, Redwood City, CA 94063	Yes		\$150,845	\$129,136	78 Shares AMZN
	3/15/2018	Global Nomads Group	1790 Thier Street, Suite A, Hapa, CA 94555	Yes		\$400,318	\$342,706	207 Shares AMZN

BEZOS FAMILY FOUNDATION

STATEMENT ATTACHED TO FORM 990PF FOR Y/E 12/31/2018

91-2073258

Date	Beneficiary	Address	Yes	FMV	AMZN Shares
11/15/2018	Save the Children	2000 L Street, NW, Suite 500, Washington, DC 20036	Yes	\$1,620,003	1022 Shares AMZN
11/15/2018	TSR MissionWorks	89 South St Ste 700, Boston, MA 02111	Yes	\$1,500,070	96 Shares AMZN
11/15/2018	TSR MissionWorks	316 North St, Boston, MA 02111	Yes	\$1,500,070	316 Shares AMZN
11/15/2018	United Way	4245 Market Falls Rd, Boston, MA 02111	Yes	\$210,559	127 Shares AMZN
11/15/2018	Facing History and Ourselves	15 Hurd Rd, Brookline, MA 02445	Yes	\$201,379	127 Shares AMZN
11/15/2018	Generation Citizen	110 Wall Street 5th Fl, New York NY 10005	Yes	\$250,535	158 Shares AMZN
11/15/2018	MA State Charter Schools	210 S Hudson St - Suite 324, Seattle, WA 98114	Yes	\$261,582	158 Shares AMZN
11/15/2018	Ichon School of Medicine	J Gustave L Levy Place, New York, NY 10029-5674	Yes	\$772,607	523 Shares AMZN
11/15/2018	The Aspen Institute	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes	\$260,018	176 Shares AMZN
11/15/2018	MAVE Challenge	332 S Michigan Ave, Suite 400, Chicago, IL 60604	Yes	\$193,536	131 Shares AMZN
11/15/2018	The Sapling Foundation	250 Hudson St RM 1002, New York NY 10013	Yes	\$443,213	300 Shares AMZN
12/4/2018	The Aspen Institute	One Dupont Circle NW, Suite 700, Washington, DC 20036	Yes	\$501,348	330 Shares AMZN
12/4/2018	The University of Washington	Fisheries Center Building Box 355880 University of Washington, Seattle, WA 98195-7888	Yes	\$645,613	437 Shares AMZN
12/4/2018	The University of Washington	Fisheries Center Building Box 355880 University of Washington, Seattle, WA 98195-7888	Yes	\$200,967	117 Shares AMZN
12/4/2018	The University of Washington	Fisheries Center Building Box 355880 University of Washington, Seattle, WA 98195-7888	Yes	\$1,228,142	760 Shares AMZN
12/4/2018	New York University School of Medicine	550 First Ave, New York, NY 10016	Yes	\$2,001,086	1165 Shares AMZN
12/4/2018	Seattle Children's Hospital Foundation	6501 Sand Point Way NE, Suite 700, Seattle, WA 98115	Yes	\$3,001,331	1813 Shares AMZN
12/4/2018	The Fred Rogers Company	2100 Wharton St, Suite 700, Pittsburgh, PA 15203	Yes	\$250,780	146 Shares AMZN
12/4/2018	First	200 Bedford St, Manchester, NH 03101	Yes	\$160,659	97 Shares AMZN
12/7/2018	Mov Classroom Innovation Partners	1250 Broadway, 30th Floor, New York, NY, 10001	Yes	\$1,999,945	1196 Shares AMZN
12/7/2018	School of Leadership - Afghanistan, Inc	P O Box #60253, Providence, RI 02906	Yes	\$336,111	201 Shares AMZN
12/7/2018	Westchester Library System	570 Tuxter Road, Suite 400, Elmford, NY 10523	Yes	\$200,663	120 Shares AMZN

TOTAL CHARITABLE DISTRIBUTIONS

556,929,424	5	33,131,089
359,789,028		

* 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

Investment Detail - Fixed Income

U.S. Treasuries	Units Purchased	Par	Market Price Cost Per Unit	Market Value Cost Basis
US TREASU NT 1.625%08/19	80,000.0000		99.32812	79,462.50
UST NOTE DUE 08/31/19 CUSIP: 912828D80	80,000 0000		99 1218	79,297 44
US TREASU NT 1.625%12/19	120,000.0000		99.00000	118,800.00
UST NOTE DUE 12/31/19 CUSIP: 912828G95	120,000 0000		98 6882	118,425 84
US TREASU NT 1.375%01/20	120,000.0000		98.67187	118,406.24
UST NOTE DUE 01/31/20 CUSIP: 912828U12	120,000 0000		98 2390	117,886 80
US TREASU NT 1.375%02/20	120,000.0000		98.59375	118,312.50
UST NOTE DUE 02/29/20 CUSIP: 912828J50	120,000 0000		98 1726	117,807 12

Investment Detail - Fixed Income (continued)

U.S. Treasuries (continued)	Units Purchased	Par	Market Price		Market Value	
			Cost Per Unit	Cost Per Unit	Cost Basis	Cost Basis
US TREASU NT 2.375%04/20	120,000.0000		99.73437		119,681.24	
UST NOTE DUE 04/30/20 CUSIP 9128284J6	120,000.0000		99.3875		119,265.00	
US TREASU NT 1.375%05/20	125,000.0000		98.37500		122,968.75	
UST NOTE DUE 05/31/20 CUSIP 912828V4	125,000.0000		97.8088		122,261.00	
US TREASU NT 2.125%08/20	120,000.0000		99.32812		119,193.74	
UST NOTE DUE 08/31/20 CUSIP 912828VV9	120,000.0000		98.8953		118,674.38	
US TREASU NT 2.375%12/20	120,000.0000		99.78125		119,737.50	
UST NOTE DUE 12/31/20 CUSIP 912828A83	120,000.0000		98.9734		118,768.13	
US TREASUR NT 2%02/21	120,000.0000		98.96875		118,762.50	
UST NOTE DUE 02/28/21 CUSIP 912828B90	120,000.0000		98.2312		117,877.44	
US TREASUR NT 2%05/21	120,000.0000		98.90625		118,687.50	
UST NOTE DUE 05/31/21 CUSIP 912828WN6	120,000.0000		98.0242		117,629.06	

Investment Detail - Fixed Income (continued)

U.S. Treasuries (continued)	Units Purchased	Par	Market Price Cost Per Unit	Market Value	
				Cost Basis	Market Value
US TREASU NT 2.125%08/21	120,000.0000		99.07812	118,893.74	
UST NOTE DUE 08/15/21	120,000 0000		98 1960	117,835 20	
CUSIP 912828RC6					
US TREASUR NT 2%11/21	120,000.0000		98.71875	118,462.50	
UST NOTE DUE 11/15/21	120,000 0000		97 3289	116,794 69	
CUSIP 912828RR3					
US TREASUR NT 2%02/22	125,000.0000		98.60937	123,261.71	
UST NOTE DUE 02/15/22	125,000 0000		97 4298	121,787 37	
CUSIP 912828SF8					
US TREASU NT 1.625%08/22	125,000.0000		97.03125	121,289.06	
UST NOTE DUE 08/15/22	125,000 0000		95 6212	119,526 62	
CUSIP 912828TJ9					
US TREASUR NT 2%02/23	120,000.0000		98.04687	117,656.24	
UST NOTE DUE 02/15/23	120,000 0000		96 1218	115,346 16	
CUSIP 912828UN8					
US TREASUR NT 1.75%05/23	125,000.0000		96.89062	121,113.28	
UST NOTE DUE 05/15/23	125,000 0000		95 3245	119,155 63	
CUSIP 912828VB3					
US TREASUR NT 2.5%08/23	120,000.0000		99.98437	119,981.24	
UST NOTE DUE 08/15/23	120,000 0000		98 5125	118,215 00	
CUSIP 912828VS6					

Investment Detail - Fixed Income (continued)

U.S. Treasuries (continued)	Par		Market Price		Market Value	
	Units Purchased	Cost Per Unit	Cost Per Unit	Cost Basis	Cost Basis	Market Value
US TREASUR NT 2%04/24	120,000.0000	97.37500		116,850.00		
UST NOTE DUE 04/30/24	120,000.0000	94.9539		113,944.69		
CUSIP 912828X70						
US TREASU NT	125,000.0000	99.10937		123,886.71		
2.375%08/24						
UST NOTE DUE 08/15/24	125,000.0000	96.6526		120,815.78		
CUSIP 912828D56						
US TREASUR NT	120,000.0000	98.25000		117,900.00		
2.25%12/24						
UST NOTE DUE 12/31/24	120,000.0000	95.7038		114,844.56		
CUSIP 9128283P3						
US TREASUR NT 2%08/25	125,000.0000	96.42187		120,527.34		
UST NOTE DUE 08/15/25	125,000.0000	94.4298		118,037.37		
CUSIP 912828K74						
US TREASUR NT	125,000.0000	97.12500		121,406.25		
2.25%02/27						
UST NOTE DUE 02/15/27	125,000.0000	95.0315		118,789.41		
CUSIP 912828V98						

Investment Detail - Fixed Income (continued)

U.S. Treasuries (continued)	Par		Market Price		Market Value	
	Units Purchased	Cost	Per Unit	Cost Basis	Cost Basis	Cost Basis
US TREASU NT 2.375%05/27	120,000.0000		97.96875		117,562.50	
UST NOTE DUE 05/15/27 CUSIP: 912828X88	120,000.0000		94.8601		113,832.12	
Total U.S. Treasuries	2,755,000.0000				2,712,803.04	
			Total Cost Basis:		2,676,816.87	

Total Accrued Interest for U.S. Treasuries: 15,838.42

Corporate Bonds	Par		Market Price		Market Value	
	Units Purchased	Cost	Per Unit	Cost Basis	Cost Basis	Cost Basis
AMERICAN EXPRESS 2.2%20 DUE 03/03/20 CALLABLE 02/01/20 AT 100.00000 CUSIP: 0258M0EE5 MOODY'S: A2 S&P: A-	90,000.0000		98.93050		89,037.45	
	90,000.0000		98.8316		88,948.50	
THE TORONTO-DO 2.125%21F DUE 04/07/21 CUSIP: 89114QBG2 MOODY'S: Aa1 S&P: AA-	90,000.0000		97.88660		88,097.94	
	90,000.0000		97.3966		87,657.00	

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Units Purchased	Par	Market Price Cost Per Unit	Market Value Cost Basis
DUKE ENERGY CORP 3.9%21	90,000.0000		101.85060	91,665.54
DUE 06/15/21 CALLABLE 03/15/21 AT 100.00000	90,000.0000		101.9526	91,757.40
CUSIP 26442CAK0 MOODY'S Aa2 S&P A				
WESTPAC BANKING CO 2%21F	95,000.0000		96.77860	91,939.67
DUE 08/19/21 CUSIP 961214DA8	95,000.0000		96.3287	91,512.35
MOODY'S Aa3 S&P AA-				
AMERICAN HONDA FI 1.7%21	50,000.0000		95.92990	47,964.95
DUE 09/09/21 CUSIP 02665WBG5	50,000.0000		95.9790	47,989.50
MOODY'S A2 S&P A+				
MEDTRONIC PLC 3.15%22	90,000.0000		99.46140	89,515.26
DUE 03/15/22 CUSIP 585055BR6	90,000.0000		99.3666	89,430.00
MOODY'S A3 S&P A				

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
UNITEDHEALTH GR 2.875%22	90,000.0000	99.23320	89,309.88
DUE 03/15/22			
CALLABLE 12/15/21 AT	90,000.0000	98.7996	88,919.70
100 00000			
CUSIP 91324PBV3			
MOODY'S A3 S&P A+			
DIAGEO INVESTME 2.875%22	120,000.0000	98.88410	118,660.92
DUE 05/11/22			
CUSIP 25245BAB3	120,000.0000	98.1995	117,839.40
MOODY'S A3 S&P A-			
MORGAN STANLEY 2.75%22	60,000.0000	96.99880	58,199.28
DUE 05/19/22			
CUSIP 61744YAH1	60,000.0000	97.3280	58,396.80
MOODY'S A3 S&P BBB+			
WELLS FARGO & C 2.625%22	95,000.0000	96.28050	91,466.48
DUE 07/22/22			
CUSIP 95000U2B8	95,000.0000	96.5477	91,720.40
MOODY'S A2 S&P A-			

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Units Purchased	Par	Market Price Cost Per Unit	Market Value Cost Basis
NOVARTIS CAPITAL 2.4%22	115,000.0000		97.32550	111,924.33
DUE 09/21/22				
CUSIP 66989HAE8	115,000.0000		96.7970	111,316.60
MOODY'S A1 S&P AA-				
NSTAR ELECTRIC 2.375%22	55,000.0000		96.60210	53,131.16
DUE 10/15/22				
CALLABLE 07/15/22 AT 100 00000	55,000.0000		96.2222	52,922.25
CUSIP 67021CAG2				
MOODY'S A2 S&P A+				
ABBVIE INC. 2.9%22	60,000.0000		96.98980	58,193.88
DUE 11/06/22	60,000.0000		97.5270	58,516.20
CUSIP 00287YAL3				
MOODY'S Baa2 S&P A-				
THE GOLDMAN SAC 3.625%23	60,000.0000		98.41450	59,048.70
DUE 01/22/23				
CUSIP 38141GRD8	60,000.0000		99.7780	59,866.80
MOODY'S A3 S&P BBB+				

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Units Purchased	Par	Market Price Cost Per Unit	Market Value Cost Basis
THE BANK OF NEW 2.95%23	90,000.0000		98.40270	88,562.43
DUE 01/29/23				
CALLABLE 12/29/22 AT 100 00000	90,000 0000		98.0416	88,237 50
CUSIP 06406RAE7				
MOODY'S A1 S&P A				
APPLE INC. 2.4%23	125,000.0000		96.83280	121,041.00
DUE 05/03/23	125,000 0000		96 3330	120,416 25
CUSIP 037833AK6				
MOODY'S Aa1 S&P AA+				
VERIZON COMMUNIC 5.15%23	55,000.0000		106.51800	58,584.90
DUE 09/15/23				
CUSIP 92343VBR4	55,000 0000		106 9432	58,818 80
MOODY'S Baa1 S&P BBB+				
GENERAL MILLS, IN 3.7%23	60,000.0000		99.48460	59,690.76
DUE 10/17/23	60,000 0000		99 5510	59,730 60
CALLABLE 09/17/23 AT 100 00000				
CUSIP 370334CE2				
MOODY'S Baa2 S&P BBB				

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par		Market Price		Market Value	
	Units Purchased	Cost Per Unit	Cost Per Unit	Cost Basis	Cost Basis	Market Value
BANK OF AMERICA COR 4%24	90,000.0000	100.64150		90,577.35		
DUE 04/01/24						
CUSIP 06051GFF1	90,000.0000	101.0926		90,983.40		
MOODY'S A3 S&P A-						
MICROSOFT CORP 2.7%25	75,000.0000	96.56350		72,422.63		
DUE 02/12/25						
CALLABLE 11/12/24 AT	75,000.0000	95.1570		71,367.75		
100.00000						
CUSIP 594918BB9						
MOODY'S Aaa S&P. AAA						
CVS HEALTH CORP 4.1%25	60,000.0000	98.82600		59,295.60		
DUE 03/25/25						
CALLABLE 01/25/25 AT	60,000.0000	99.9500		59,970.00		
100.00000						
CUSIP 126650CW8						
MOODY'S Baa2 S&P BBB						
ANHEUSER-BUSCHI 3.65%26	60,000.0000	94.33660		56,601.96		
DUE 02/01/26						
CALLABLE 11/01/25 AT	60,000.0000	97.7840		58,670.40		
100.00000						
CUSIP 035242AP1						
MOODY'S Baa1 S&P A-						

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Units Purchased	Par	Market Price		Market Value
			Cost Per Unit	Cost Basis	
AT&T INC. 4.125%26	60,000.0000	60,000.0000	97.69650		58,617.90
DUE 02/17/26	60,000.0000		98.6760		59,205.60
CALLABLE 11/17/25 AT 100 00000					
CUSIP 00206RCT7					
MOODY'S: Baa2 S&P: BBB					
COMCAST CORP 3.15%26	95,000.0000	95,000.0000	95.37400		90,605.30
DUE 03/01/26	95,000.0000		95.0537		90,301.10
CALLABLE 12/01/25 AT 100 00000					
CUSIP 20030NBS9					
MOODY'S: A3 S&P: A-					
SHELL INTERNTN 2.875%26F	95,000.0000	95,000.0000	95.80670		91,016.37
DUE 05/10/26	95,000.0000		95.2887		90,524.35
CUSIP 822582BT8					
MOODY'S: Aa2 S&P: AA-					
JPMORGAN CHASE & 2.95%26	95,000.0000	95,000.0000	92.38400		87,764.80
DUE 10/01/26	95,000.0000		93.0777		88,423.90
CALLABLE 07/01/26 AT 100 00000					
CUSIP 46625HRV4					
MOODY'S: A2 S&P: A-					

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par		Market Price		Market Value	
	Units Purchased	Cost Per Unit	Cost Per Unit	Cost Basis	Cost Basis	Cost Basis
CITIGROUP INC. 3.2%26	95,000.0000	92.41070	92.41070	87,790.17	87,790.17	
DUE 10/21/26	95,000.0000	93.5237	93.5237	88,847.60	88,847.60	
CALLABLE 07/21/26 AT 100.00000						
CUSIP: 172967KY6						
MOODY'S: Baa1 S&P: BBB+						
XCEL ENERGY INC. 4%28	60,000.0000	100.65860	100.65860	60,393.96	60,393.96	
DUE 06/15/28	60,000.0000	100.2670	100.2670	60,160.20	60,160.20	
CALLABLE 12/15/27 AT 100.00000						
CUSIP: 98389BAV2						
MOODY'S: A3 S&P: BBB+						
BP CAPITAL MARK 4.234%28	55,000.0000	102.90190	102.90190	56,596.05	56,596.05	
DUE 11/06/28	55,000.0000	100.3152	100.3152	55,173.40	55,173.40	
CALLABLE 08/06/28 AT 100.00000						
CUSIP: 10373QAE0						
MOODY'S: A1 S&P: A-						
Total Corporate Bonds:	2,330,000.0000			2,277,716.62	2,277,716.62	
			Total Cost Basis:	2,277,623.75		

Total Accrued Interest for Corporate Bonds: 18,055.87

Investment Detail - Fixed Income (continued)

Municipal Bonds	Par Units Purchased	Market Price Cost Per Unit	Market Value	
			Cost Basis	Market Value
VIRGINIA COLLEGE 1.77%20	105,000.0000	98.88200	103,826.10	
FAC EDUC DUE 02/01/20 TAXBL	105,000.0000	98.4552	103,378.05	
CUSIP 92778VEP9 MOODY'S Aa1 S&P AA+				
AZ ST TRANS BRD 2.179%20	100,000.0000	99.06200	99,062.00	
HWY TRAN DUE 07/01/20 XTRO TAXBL	100,000.0000	98.4640	98,464.00	
CUSIP 040654VB8 MOODY'S Aa2 S&P AA+				
PORT AUTH NY & 2.667%21	90,000.0000	99.94900	89,954.10	
REV UTX DUE 09/15/21 TAXBL	90,000.0000	98.7386	88,864.80	
CUSIP 73358WT79 MOODY'S Aa3 S&P AA-				
UNIV NC CHARLOT 2.568%21	50,000.0000	98.85200	49,426.00	
PUB EDUC DUE 10/01/21 XTRO TAXBL	50,000.0000	97.7070	48,853.50	
CUSIP 914716L78 MOODY'S Aa3 S&P A+				

Investment Detail - Fixed Income (continued)

Municipal Bonds (continued)	Units Purchased	Par	Market Price Cost Per Unit	Market Value Cost Basis
TX WTR DEV BRD 3.071%21	120,000.0000		101.05000	121,260.00
WTR UTIL DUE 10/15/21 TAXBL	120,000.0000		100.0125	120,015.00
CUSIP 882854R38 MOODY'S NR S&P AAA				
SACRAMENTO CN C 3.003%22	80,000.0000		100.44000	80,352.00
SWR UTIL DUE 12/01/22 TAXBL	80,000.0000		98.1377	78,510.20
CUSIP 786134VC7 MOODY'S Aa3 S&P. AA				
MT FAC FA 3.568%23 HOSP HLTH DUE 08/15/23 TAXBL	75,000.0000 75,000.0000		103.16900 100.0200	77,376.75 75,015.00
CUSIP 61204KLV1 MOODY'S NR S&P AA-				
NYC NY TRAN AUTH 2.28%26	130,000.0000		92.59600	120,374.80
COMB TAX DUE 05/01/26 TAXBL	130,000.0000		90.8675	118,127.80
CUSIP: 64971WJ76 MOODY'S: Aa1 S&P AAA				

Investment Detail - Fixed Income (continued)

Municipal Bonds (continued)	Par		Market Price		Market Value	
	Units Purchased	Cost Per Unit	Cost Per Unit	Cost Basis	Cost Basis	Market Value
CALIFORNIA ST U 3.503%26	90,000,000	101.73200		91,558.80		
PUB EDUC DUE 11/01/26 TAXBL	90,000,000	98.9196		89,027.70		
CUSIP: 13077DFH0 MOODY'S: Aa2 S&P: AA-						
NY ST DORM AUTH 3.31%28	95,000,000	99.37800		94,409.10		
EXCISE TAX DUE 03/15/28 TAXBL	95,000,000	97.1777		92,318.90		
CUSIP: 64990AKY0 MOODY'S: Aa1 S&P: AA+						
CALIFORNIA ST COM 3.5%28	90,000,000	99.83700		89,853.30		
GO UTX DUE 04/01/28 TAXBL	90,000,000	97.7946		88,015.20		
CUSIP: 13063DGC6 MOODY'S: Aa3 S&P: AA-						
Total Municipal Bonds	1,025,000,000		Total Cost Basis:	1,017,452.95		

Total Accrued Interest for Municipal Bonds: 8,092.02

Total Fixed Income	6,110,000,000	6,007,972.61
	Total Cost Basis:	5,955,030.71

Total Ending Book Value including Accrued Interest: 6,049,959
Total Ending Fair Market Value incl. Accrued Interest: 6,049,959

Investment Detail - Money Market Funds [Non-Sweep]

Fund Name	Quantity	Market Price	Market Value
SCHWAB VARIABLE SHARE: SVUXX 0	10,419,058.1850	1.0002	10,421,142.00
Total Money Market Funds [Non-Sweep]	10,419,058.1850		10,421,142.00

Investment Detail - Exchange Traded Funds

Exchange Traded Funds	Quantity	Market Price	Market Value	Cost Basis
BRCLYS BK IPATH BLOOM	60,359.0000	21.22000	1,280,817.98	
COMMODITY ETN			1,414,670.26	
SYMBOL: DJP				
ISHARES CORE MSCI	21,961.0000	47.15000	1,035,461.15	
EMERGING ETF			1,114,718.34	
SYMBOL: IEMG				

Investment Detail - Exchange Traded Funds (continued)

Exchange Traded Funds	Quantity	Market Price	Market Value Cost Basis
VANGUARD FTSE DEVELOPED MARKETS ETF SYMBOL: VEA	108,105,0000	37.10000	4,010,895.50 4,514,958.18
VANGUARD REAL ESTATE ETF SYMBOL: VNQ	49,280,0000	74.57000	3,674,808.60 4,001,890.39
VANGUARD TOTAL STOCK MARKET ETF SYMBOL: VTI	38,667,0000	127.63000	4,935,069.21 5,625,119.52
Total Exchange Traded Funds	278,372,0000		14,936,853.44 16,671,356.69
		Total Cost Basis:	