

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation BREYER FAMILY FOUNDATION		A Employer identification number 47-1114091	
Number and street (or P O box number if mail is not delivered to street address) 314 LYTTON AVENUE SUITE 200		Room/suite	B Telephone number (see instructions) (650) 804-7100
City or town, state or province, country, and ZIP or foreign postal code PALO ALTO, CA 94301		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 64,874,533		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	1,059,512	1,059,512		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,135,727			
	b Gross sales price for all assets on line 6a 13,456,063				
	7 Capital gain net income (from Part IV, line 2) . . .		4,249,896		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,195,239	5,309,408		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	566	0		566
	b Accounting fees (attach schedule)	81,723	40,862		40,861
	c Other professional fees (attach schedule)	223,749	223,749		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	92,689	35,689		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	402	45		355
	24 Total operating and administrative expenses. Add lines 13 through 23	399,129	300,345		41,782
	25 Contributions, gifts, grants paid	2,213,716			1,470,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,612,845	300,345		1,511,782
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-417,606			
	b Net investment income (if negative, enter -0-)		5,009,063		
c Adjusted net income(if negative, enter -0-) . . .					

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	3,062,029	909,409	909,409		
	2	Savings and temporary cash investments	22,239,880	4,734,321	4,734,321		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	2,053,300				
	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)	22,107,145	39,950,387	39,950,387		
	c	Investments—corporate bonds (attach schedule)	6,839,813	17,025,978	17,025,978		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	2,082,809	2,254,438	2,254,438		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	58,384,976	64,874,533	64,874,533			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable		743,716			
	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 ▶ _____)	277,000	134,000			
	23	Total liabilities (add lines 17 through 22)	277,000	877,716			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	58,107,976	63,996,817			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)	58,107,976	63,996,817			
31	Total liabilities and net assets/fund balances (see instructions) .	58,384,976	64,874,533				

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	58,107,976
2	Enter amount from Part I, line 27a	2	-417,606
3	Other increases not included in line 2 (itemize) ▶ _____	3	6,306,447
4	Add lines 1, 2, and 3	4	63,996,817
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	63,996,817

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES			
b ALTERNATIVE INVESTMENTS	P	2014-10-27	2017-01-31
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 13,434,401		9,206,167	4,228,234
b 21,662			21,662
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			4,228,234
b			21,662
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	4,249,896
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2016	726,063	30,278,204	0 023980
2015	32,725	20,587,693	0 001590
2014	4,211	6,631,085	0 000635
2013			
2012			

2 Total of line 1, column (d)	2	0 026205
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 008735
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	60,640,578
5 Multiply line 4 by line 3	5	529,695
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	50,091
7 Add lines 5 and 6	7	579,786
8 Enter qualifying distributions from Part XII, line 4	8	1,511,782

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	50,091
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	50,091
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	50,091
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	43,654
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	73,654
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	23,563
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 23,563 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ APERCEN PARTNERS LLC Telephone no ▶ (650) 804-7100			

Located at **▶** 314 LYTTON AVE SUITE 200 PALO ALTO CA ZIP+4 **▶** 94301

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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ 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			
	(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			
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. ▶ ☐	1b		No
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? ☐	1c		No
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 If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
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			
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		No
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		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JAMES W BREYER 314 LYTTON AVENUE SUITE 200 PALO ALTO, CA 94301	PRESIDENT/DIRECTOR 1 00	0	0	0
DANIEL BREYER 314 LYTTON AVENUE SUITE 200 PALO ALTO, CA 94301	TREASURER 1 00	0	0	0
TOM VAN LOBEN SELS 314 LYTTON AVENUE SUITE 200 PALO ALTO, CA 94301	SECRETARY 1 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0****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
CAPITAL GROUP ONE MARKET PLAZA STEUART TOWERS SAN FRANCISCO, CA 94105	INVESTMENT MANAGEMENT	223,502
APERCEN PARTNERS LLC 314 LYTTON AVENUE SUITE 200 PALO ALTO, CA 94301	ACCOUNTING & CONSULTING	63,816

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 **0**

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	47,924,270
b	Average of monthly cash balances.	1b	11,385,331
c	Fair market value of all other assets (see instructions).	1c	2,254,438
d	Total (add lines 1a, b, and c).	1d	61,564,039
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	61,564,039
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	923,461
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	60,640,578
6	Minimum investment return. Enter 5% of line 5.	6	3,032,029

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	3,032,029
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	50,091
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	50,091
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,981,938
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,981,938
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,981,938

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,511,782
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,511,782
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	50,091
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,461,691

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				2,981,938
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			1,103,192	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,511,782</u>				
a Applied to 2016, but not more than line 2a			1,103,192	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				408,590
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				2,573,348
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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the organization 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))

JAMES W BREYER

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

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or 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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,470,000
b <i>Approved for future payment</i> REDF TWO EMBARCADERO CENTER SUITE 650 SAN FRANCISCO, CA 94111		PC	EMPLOYMENT OPPORTUNITIES FOR PEOPLE FACING BARRIERS TO WORK	800,000
Total			3b	800,000

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	1,059,512	
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	1,135,727	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). . .		0		2,195,239	0
13	Total. Add line 12, columns (b), (d), and (e).			13		2,195,239

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

[illegible]

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	***** 2018-11-08 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	WENDY CAMPOS		2018-11-08		P00448102
	Firm's name ► MOSS ADAMS LLP				Firm's EIN ► 91-0189318
	Firm's address ► 975 OAK STREET SUITE 500 EUGENE, OR 97401				Phone no (541) 686-1040

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN FILM INSTITUTE 2021 NORTH WESTERN AVENUE LOS ANGELES, CA 90027		PC	PRESERVE HERITAGE OF THE MOTION PICTURE	250,000
AMERICAN FILM INSTITUTE 2021 NORTH WESTERN AVENUE LOS ANGELES, CA 90027		PC	PRESERVE HERITAGE OF THE MOTION PICTURE	250,000
LELAND STANFORD JUNIOR UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305		PC	STANFORD CENTER ON PHILANTHROPY & CIVIL SOCIETY	50,000
Total ▶ 3a				1,470,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
LELAND STANFORD JUNIOR UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305		PC	HOOVER HOUSE CIRCLE, UNDERGRADUATE EDUCATION AND INTERNATIONAL PROGRAMS	90,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138		PC	HARVARD BUSINESS SCHOOL FUND FOR LEADERSHIP AND INNOVATION	250,000
REDF TWO EMBARCADERO CENTER SUITE 650 SAN FRANCISCO, CA 94111		PC	EMPLOYMENT OPPORTUNITIES FOR PEOPLE FACING BARRIERS TO WORK	200,000
Total ▶ 3a				1,470,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103		PC	TRUSTEE FUND, PROGRAM FUND, COLLECTOR'S FORUM AND ACCESSIONS	130,000
THE METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028		PC	CHAIRMAN'S COUNCIL ACQUISITION FUND	250,000
Total ▶ 3a				1,470,000

TY 2017 Accounting Fees Schedule**Name:** BREYER FAMILY FOUNDATION**EIN:** 47-1114091**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	81,723	40,862		40,861

TY 2017 Investments Corporate Bonds Schedule**Name:** BREYER FAMILY FOUNDATION**EIN:** 47-1114091**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CAPITAL GROUP CORE BOND FUND	13,256,895	13,256,895
CAPITAL WORLD BOND FUND CL F3	1,665,733	1,665,733
SHORT TERM BOND FUND OF AMERICA INC CL F3	2,103,350	2,103,350

TY 2017 Investments Corporate Stock Schedule

Name: BREYER FAMILY FOUNDATION
EIN: 47-1114091

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCENTURE PLC	36,742	36,742
ACTIVISION BLIZZARD INC	74,718	74,718
AES CORP	112,199	112,199
AIA GROUP LTD	501,360	501,360
AIRBUS GROUP SE	333,051	333,051
ALPHABET INC CL A	110,607	110,607
ALPHABET INC CL C	83,712	83,712
AMADEUS IT GROUP SA	156,042	156,042
AMAZON.COM INC	216,352	216,352
AMERICAN FUNDS DEVELOPING WORLD GROWTH AND INCOME FUND CL F3	2,498,772	2,498,772
AMERICAN TOWER CORP	209,725	209,725
ANALOG DEVICES INC	21,367	21,367
AON PLC	64,320	64,320
APPLE INC	212,384	212,384
ASAHI KASEI CORP	206,281	206,281
ASML HOLDING NV	435,827	435,827
ASSA ABLOY AB CL B	66,658	66,658
ASTRAZENECA PLC	227,727	227,727
BANK OF NEW YORK MELLON CORP	205,745	205,745
BCA MARKETPLACE PLC	42,716	42,716
BNP PARIBAS	142,704	142,704
BOEING CO	129,760	129,760
BRENNTAG AG	39,606	39,606
BRITISH AMERICAN TOBACCO PLC	150,684	150,684
BROADCOM CORP	225,044	225,044
C H ROBINSON WORLDWIDE INC	38,754	38,754
CARLSBERG A/S B	227,351	227,351
CERNER CORP	188,692	188,692
CHARTER COMMUNICATIONS INC CL A	69,544	69,544
CHEVRON CORP	248,502	248,502

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHUBB LTD	73,065	73,065
CME GROUP INC	368,776	368,776
COCA-COLA CO	67,673	67,673
COMCAST CORP CL A (NEW)	155,795	155,795
COMPAGNIE FINANCIERE RICHEMONT SA REG	88,693	88,693
CONOCOPHILLIPS	36,227	36,227
CROWN CASTLE INTERNATIONAL CORP	174,841	174,841
CSX CORP	167,505	167,505
DANAHER CORP	90,035	90,035
DANONE	182,089	182,089
DEERE & CO	251,199	251,199
DENSO CORP	47,990	47,990
DIAGEO PLC	93,596	93,596
DKSH HOLDING LTD	51,955	51,955
DNB ASA	114,701	114,701
DOLLAR GENERAL CORP	130,214	130,214
DOWDUPONT INC	70,508	70,508
EATON CORP PLC	94,022	94,022
ENBRIDGE INC	326,440	326,440
ENEL SPA	82,586	82,586
EOG RESOURCES INC	130,571	130,571
EQUIFAX INC	106,128	106,128
ERICSSON (LM) B	75,337	75,337
ESSILOR INTL	113,487	113,487
EXPRESS SCRIPTS HOLDING CO	42,172	42,172
EXXON MOBIL CORP	44,747	44,747
FANUC CO	160,815	160,815
GILEAD SCIENCES INC	191,637	191,637
GIVAUDAN	46,211	46,211
GLOBAL PAYMENTS INC	58,139	58,139

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GODADDY INC CL A	235,562	235,562
HAMAMATSU PHOTONIC KK	124,384	124,384
HDFC BANK LTD	146,405	146,405
HERMES INTERNATIONAL	40,149	40,149
HEXCEL CORP	107,619	107,619
HILTON WORLDWIDE HOLDINGS INC	165,710	165,710
HOSHIZAKI CORP	35,445	35,445
HUMANA INC	19,846	19,846
HUNTINGTON BANCSHARES INC	86,122	86,122
HYUNDAI MTR CO SP ADR	38,349	38,349
IBERDROLA SA	66,141	66,141
IDEX CORP	79,182	79,182
IMPERIAL BRANDS PLC	90,584	90,584
INCYTE CORP	161,007	161,007
INTEL CORP	120,016	120,016
INTERCONTINENTAL EXCHANGE INC	101,254	101,254
INVESTMENT COMPANY OF AMERICA CL F3	15,421,528	15,421,528
JACK HENRY & ASSOC INC	119,299	119,299
JARDINE MATHESON HLD (SINGAPORE)	78,975	78,975
JCDECAUX SA	41,723	41,723
JOHNSON & JOHNSON	28,643	28,643
JPMORGAN CHASE & CO	396,747	396,747
KBC GROEP NV	230,320	230,320
KEYENCE CORP	279,937	279,937
KONINKLIJKE KPN NV	34,926	34,926
L'AIR LIQUIDE	56,078	56,078
LAS VEGAS SANDS CORP	400,610	400,610
LILLY ELI & CO	17,737	17,737
LINK REIT	41,708	41,708
LLOYDS TSB GROUP PLC	63,200	63,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LOREAL	189,917	189,917
LVMH MOET HENNESSY VUITTON SE	131,883	131,883
MARSH & MCLENNAN COS INC	97,261	97,261
MERCK & CO INC	23,633	23,633
MICRO FOCUS INTERNATIONAL PLC	36,400	36,400
MICROSOFT CORP	148,412	148,412
MODERN TIMES GROUP B	35,974	35,974
MONDELEZ INTERNATIONAL INC	38,734	38,734
MONSANTO CO NEW COM	120,283	120,283
MOODYS CORP	185,989	185,989
MURATA MANUFACTURING CO LTD	147,526	147,526
NASPERS LTD SPONSORED ADR	305,640	305,640
NATIONAL GRID PLC	42,328	42,328
NESTLE SA REG	240,569	240,569
NEWELL BRANDS INC	63,654	63,654
NIELSEN HOLDINGS PLC	33,488	33,488
NIKE INC CL B	40,345	40,345
NORTHROP GRUMMAN CORP	38,364	38,364
NORWEGIAN CRUISE LINE HOLDINGS LTD	67,628	67,628
NOVO NORDISK A/S CL B	220,715	220,715
NTT DOCOMO	35,405	35,405
OCCIDENTAL PETROLEUM CORP	96,126	96,126
ORACLE CORP JAPAN	35,209	35,209
PERNOD RICARD SA	271,146	271,146
PHILIP MORRIS INTERNATIONAL INC	56,523	56,523
POTASH CORP OF SASKATCHEWAN INC	134,739	134,739
PRAXAIR INC	47,951	47,951
PROCTER & GAMBLE CO	38,130	38,130
PRUDENTIAL PLC	48,862	48,862
QUALCOMM INC	224,390	224,390

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RECKITT BENCKISER GROUP PLC	144,737	144,737
RIO TINTO PLC REG	81,664	81,664
ROCHE HOLDING AG GENUSSCHEIN	246,586	246,586
ROYAL CARIBBEAN CRUISES	184,884	184,884
ROYAL DUTCH SHELL CL B ADR	280,672	280,672
RYANAIR HOLDINGS PLC SP ADR	95,334	95,334
SAFRAN SA	333,804	333,804
SAMPO OYJ	119,498	119,498
SAMSONITE INTERNATIONAL SA	71,646	71,646
SAP SE	117,933	117,933
SCHLUMBERGER LTD	191,051	191,051
SEATTLE GENETICS INC	97,370	97,370
SEMPRA ENERGY	78,052	78,052
SES FDR CL A (PARIS)	25,065	25,065
SHIN ETSU CHEM CO LTD	60,937	60,937
SMALLCAP WORLD FUND CL F3	2,489,465	2,489,465
SMC CORP	246,834	246,834
STARBUCKS CORP	99,928	99,928
STATE STREET CORP	49,293	49,293
SVENSKA HANDELSBANKEN AB CL A	31,339	31,339
TAIWAN SEMICONDUCTOR SPONS ADR	450,226	450,226
TEMPUR SEALY INTERNATIONAL INC	30,718	30,718
TEXAS INSTRUMENTS INC	34,465	34,465
TORONTO DOMINION BANK	20,503	20,503
TRANSDIGM GROUP INC	75,521	75,521
UBS GROUP AG	46,145	46,145
UNITEDHEALTH GROUP INC	156,527	156,527
VERISIGN INC	56,648	56,648
VERIZON COMMUNICATIONS	25,671	25,671
VIACOM INC CLASS B	50,991	50,991

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VISA INC CL A	346,051	346,051
VODAFONE GROUP PLC	99,413	99,413
VTECH HOLDINGS LTD	157,200	157,200
WASTE CONNECTIONS INC	84,560	84,560
WASTE MANAGEMENT INC	30,205	30,205
WELLS FARGO & CO	107,083	107,083
XILINX INC	23,597	23,597
YUM BRANDS INC	91,403	91,403
YUM CHINA HOLDINGS INC	76,838	76,838

TY 2017 Investments - Other Schedule

Name: BREYER FAMILY FOUNDATION

EIN: 47-1114091

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKSTONE PARTNERS OFFSHORE FUND LTD	FMV	2,254,438	2,254,438

TY 2017 Legal Fees Schedule**Name:** BREYER FAMILY FOUNDATION**EIN:** 47-1114091

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	566	0		566

TY 2017 Other Expenses Schedule**Name:** BREYER FAMILY FOUNDATION**EIN:** 47-1114091**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	47	45		0
LICENSES & FEES	355	0		355

TY 2017 Other Increases Schedule

Name: BREYER FAMILY FOUNDATION
EIN: 47-1114091

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	6,306,447

TY 2017 Other Liabilities Schedule**Name:** BREYER FAMILY FOUNDATION**EIN:** 47-1114091

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	158,000	6,000
DEFERRED TAX LIABILITY	119,000	128,000

TY 2017 Other Professional Fees Schedule**Name:** BREYER FAMILY FOUNDATION**EIN:** 47-1114091

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	223,749	223,749		0

TY 2017 Taxes Schedule**Name:** BREYER FAMILY FOUNDATION**EIN:** 47-1114091

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	57,000	0		0
FOREIGN TAX	35,689	35,689		0