Department of the Treasury Internal Revenue Service



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

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information

For	calen	dar year 2017 or tax year beginning		, and ending	,	
		foundation			A Employer identification	on number
-	-	EMAL FUND				_
		BRIAR HALL LLC	<del></del>	· <del>- · · · · · · · · · · · · · · · · · ·</del>	36-609884	9
		nd street (or P 0 box number if mail is not delivered to street	address)	Room/suite	B Telephone number	0.77.0
		SOUTH BEACH ROAD		3400	561.546.0	
		own, state or province, country, and ZIP or foreign p <b>E SOUND, FL</b> 33455	iostai code		C If exemption application is	pending, check here
			Initial return of a f	ormor public obority	B 4 Forese accessor	no obsalibana
G	леск	all that apply. Initial return	Amended return	ormer public charity	D 1. Foreign organizatio	ris, check here
		Address change	Name change		Foreign organizations is check here and attach	meeting the 85% test,
ш (	hock	type of organization: X Section 501(c)(3) ex		fi		
	_		Other taxable private found	ation • O	E If private foundation s under section 507(b)(	
L Ea			ing method: X Cash	Accrual	1 '''	,, ,, , , , , , , , , , , , , , , , ,
		·   —	ther (specify)		F If the foundation is in under section 507(b)(	
	\$	40,968,413. (Part I, colur	nn (d) must be on cash bas	is)	0.000.000.000.000.000,000,000,000,000,0	- /(e), 61100K 11010
Pa	art I	Analysis of Revenue and Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
<b>L</b>		The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) )	expenses per books	income	income	for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received	995,931.		N/A	
	2	Check I if the foundation is not required to attach Sch. B				
e e	3	Interest on savings and temporary cash investments	646.	646.		STATEMENT 1
	4	Dividends and interest from securities	551,158.	551,158.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
Φ	6a	Net gain or (loss) from sale of assets not on line 10	1,995,691.			
Revenue	b	Gross sales price for all assets on line 6a 2,178,105.				
ě	7	Capital gain net income (from Part IV, line 2)		1,925,691		
ш	8	Net short-term capital gain		NECEIVI		<u> </u>
	9	Inc ome modifications Gross sales less returns				
	10a	and allowances		S MAY 1 7 20	18 C	
		Less Cost of goods sold			<u> </u>	
	1	Gross profit or (loss)	10.000	OGDEN	UT	CH1 PD1(P1)
	111	Other income	12,000.	2 550 405		STATEMENT 3
	12	Total Add lines 1 through 11	3,555,426.	2,559,495. 0.		0.
	13	Compensation of officers, directors, trustees, etc Other employee salaries and wages	0.			- 0.
	14	Perision plans, employee benefits	-			<del>                                     </del>
S		Legal fees		-		<del>                                     </del>
	l loa	Accounting fees STMT 4	16,000.	6,000.		10,000.
ğ	<u>ן</u>	Other professional fees	10,000.	0,000.		10,000.
ē	17	Interest				
ati	18	~ F	29,266.	29,256.		10.
istr	19		23,200.	23,2300		10.
ni.	20	·				-
Adr	21					
֓֞֞֞֞֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓	22					
, 15 10 15	23		1,333.	1,333.		0.
L B EST Operating and Administrative Expens	24	Total operating and administrative			1	
□ □		expenses. Add lines 13 through 23	46,599.	36,589.		10,010.
יֿ סַ	25	Contributions, gifts, grants paid	2,749,981.			2,749,981.
טט ר	1	Total expenses and disbursements.	•			
		Add lines 24 and 25	2,796,580.	36,589.		2,759,991.
	27	Subtract line 26 from line 12:				
;	1	Excess of revenue over expenses and disbursements	758,846.			
	b	Net investment income (if negative, enter -0-)		2,522,906.		
) V		Adjusted net income (if negative, enter -0-)			N/A	

WILEMAL FUND

Form 990-PF (2017) C/O BRIAR HALL LLC 36-6098849 Page 2 Beginning of year Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only End of year (a) Book Value (b) Book Value (c) Fair Market Value 1 Cash - non-interest-bearing 1,081,202. 1,025,353. 1,025,353. 2 Savings and temporary cash investments 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 7 Other notes and loans receivable 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 2,193,942. 2,013,549. b Investments - corporate stock STMT 8 33,399,603. c Investments - corporate bonds 11 Investments - land buildings, and equipment basis Less accumulated depreciation 12 Investments - mortgage loans 5,000,000. STMT 9 5,000,000. 6,543,457. 13 Investments - other 14 Land, buildings, and equipment; basis Less accumulated depreciation 15 Other assets (describe ▶ 16 Total assets (to be completed by all filers - see the 8,275,144. 8,038,902. 40,968,413. instructions. Also, see page 1, item 1) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue Loans from officers, directors, trustees, and other disqualified persons Mortgages and other notes payable 22 Other liabilities (describe 0 23 Total liabilities (add lines 17 through 22) Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. Net Assets or Fund Balances 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted  $\triangleright \mathbf{X}$ 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 8,275,144. 8,038,902 29 Retained earnings, accumulated income, endowment, or other funds 8,275,144. 8,038,902. 30 Total net assets or fund balances 8,275,144. 8,038,902 31 Total liabilities and net assets/fund balances 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 8,275,144. (must agree with end-of-year figure reported on prior year's return) 758,846. 2 Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) 9,033,990. Add lines 1, 2, and 3 SEE STATEMENT 7 <u>995,088.</u> Decreases not included in line 2 (itemize) Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 8,038,902. Form 990-PF (2017)

Part IV Capital Gains a	nd Losses for Tax on Ir	nvestment	Income		<del></del> -		10-003	0045	aye y
(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 (mo., c	acquired day, yr.)	(d) Date sol (mo., day, yr	
1a									
b SEE ATTACHED	STATEMENT			ļ					
<u>c</u>				<del>-</del>					
<u>d</u>	<del></del>								
e	(f) Depreciation allowed	(a) Coo	at or other basis	┸┯-			\	Ļ	
(e) Gross sales price	(or allowable)		st or other basis expense of sale			(n) ( (e) plu	lain or (loss s (f) minus	(a))	
a			· <del>·</del>						
b									
С									
d									
e = 2,178,105.	<del></del>	<u> </u>	182,41	4.				1,995,69	91.
Complete only for assets showing	<del></del>	<del>                                     </del>					Col. (h) gain		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (j), if any	_			not less tha (from col (		
<u>a</u>		<del> </del>		$-\vdash$					
<u>b</u>		<del>                                     </del>							
d	<del> </del>							<del></del>	
e								1,995,69	91.
	( If gain, also ente	r in Part I. line	 7	1					
2 Capital gain net income or (net cap	oital loss) { If gain, also enteroital loss), enter -0	- in Part I, line	, 7		2			1,995,69	<del>)</del> 1.
3 Net short-term capital gain or (loss	s) as defined in sections 1222(5) ar	nd (6) <sup>.</sup>							
If gain, also enter in Part I, line 8, o		,		}					
If (loss), enter -0- in Part I, line 8	nder Section 4940(e) for	Dodugod	Tay on Not		3		N/A	·	
<del></del>	<del></del>				sunent m	Come			
(For optional use by domestic private	ioundations subject to the section	4940(a) tax on	net investment ir	icome.)					
If section 494O(d)(2) applies, leave th	s part blank.								
Was the foundation liable for the secti	on 4942 tax on the distributable an	nount of any ve	ear in the base per	riod?				Yes X	No
If "Yes," the foundation doesn't qualify	under section 4940(e). Do not cor	nplete this part	i						
1 Enter the appropriate amount in e	ach column for each year; see the I	nstructions bef	fore making any e	ntries.					
(a) Base period years	(b)			(c)			Distrit	(d) oution ratio	
Calendar year (or tax year beginnin			Net value of no			_[	(col. (b) div	rided by col. (c))	
2016		2,014.			315,73			.0920	
2015		6,123.			596,83			.0660	
2014		1,609.			361,68 550,64			.0716	
2013		2,789.			312,48			.0665	
2012	02	<u> </u>		<u> 41,</u>	J12,40	<del>-  </del>		.037	41
2 Total of line 1, column (d)						2		.3341	L21
3 Average distribution ratio for the 5	-year base period - divide the total	on line 2 by 5.0	), or by the numb	er of vea	ırs	-			
the foundation has been in existen		•	, , ,			3	}	.0668	324
4 Enter the net value of noncharitable	e-use assets for 2017 from Part X,	line 5				4	3	7,779,45	50.
5 Multiply line 4 by line 3						5	ļ	2,524,57	<u> 14.</u>
_									
6 Enter 1% of net investment incom-	e (1% of Part I, line 27b)					6_	ļ	25,22	<u> 19.</u>
a Addition Posts							}	2 542 22	
7 Add lines 5 and 6						7		2,549,80	13.
8 Enter qualifying distributions from	Part XII line 4					8		2,759,99	11
. , ,		th and saw-	lote that and	m = 40/			L	ב כן כנון ב	<u>,                                    </u>
If line 8 is equal to or greater than See the Part VI instructions	mie 1, Gliech me DUX III Fait VI, Mile	יש, מווט כטוווף	ייבים וויפו הפונו הצונו	iya 170 i	ax raic.				

Form 990-FF (2017)	•	' WILEMAL FUND				•	•
Exempt to prevaling loundations described in section 4940(q0), 22, which were be an element without the section 4940(q0), 22, which were be and enter 1% of the section 4940(q0) (q0), 22, which were be and enter 1% of the section 4940(q0)) (q0), 22, which were be and enter 1% of the section 4940(q0)) (q0), 22, which were be and enter 1% of the section 4940(q0)) (q0), 22, which were be and enter 1% of the section 4940(q0)) (q0), 23, 24, 24, 24, 25, 22, 29, 21, 24, 24, 24, 24, 24, 24, 24, 24, 24, 24	Form	990-PF (2017) C/O BRIAR HALL LLC		36-609	8849		
Damestro loandstons that meet the section 4940(a) requirements in Part V, check here   X and enter 1% of Part I, Inio 27b of	Pa	t.VI Excise Tax Based on Investment Income (Section 494	40(a), 4940(b), 4940(e),	or 4948 - see	instru	ction	ns)
b Domestic foundations that meet the section 4940(c) requirements in Part V, check his PLXI and enter 1% of Eart I, time 270 c) and other domestic foundations enter 2% of the 27b. Exempt foreign organizations, enter 4% of Part I, time 12, ob. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) 3 April mest 1 and 2 4 Subbits A (microen) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax paid with application lice consists on the 16 from 8669) 6 Expert on properties and policy in the 16 from 8669 Section 1, 1/2 to 0. 6 Tax paid with applicant line 2 some line 16 from 8669 Section 1/2 to 0. 6 Enter any penalty for underpayment of estimated tax. Check here in 1/2 from 2220 is attached 6 Total credit line 2 in one from the total or lines 5 and 6 is more than line 2, enter amount overpaid 1 Center the amount of line 10 to the Gredited to 2018 estimated bax in 1/2 to 1/2	1a	Exempt operating foundations described in section 4940(d)(2), check here   and	enter "N/A" on line 1.		_		
b Domestic foundations that meet the section 4940(c) requirements in Part V, check his PLXI and enter 1% of Eart I, time 270 c) and other domestic foundations enter 2% of the 27b. Exempt foreign organizations, enter 4% of Part I, time 12, ob. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) 3 April mest 1 and 2 4 Subbits A (microen) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax based on investment incomes Subtract line 4 from line 3, 1/2 to or less, enter -0- 5 Tax paid with application lice consists on the 16 from 8669) 6 Expert on properties and policy in the 16 from 8669 Section 1, 1/2 to 0. 6 Tax paid with applicant line 2 some line 16 from 8669 Section 1/2 to 0. 6 Enter any penalty for underpayment of estimated tax. Check here in 1/2 from 2220 is attached 6 Total credit line 2 in one from the total or lines 5 and 6 is more than line 2, enter amount overpaid 1 Center the amount of line 10 to the Gredited to 2018 estimated bax in 1/2 to 1/2							
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2 Iza unider section 511 (comeans section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) 2 3 25,229.  4 Subside A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. It zero or less, enter -0- 6 Credita/Poyments. 2 2017 estimated tax payments and 2016 overpayment credited to 2017 6 Beauty or group organizations—six withheld at source 6 Tax pard with application for extension of time to file (Form 8568) 6 0. 6 Beauty organization of the season of time to file (Form 8568) 7 Total credits and payments. Add lines 6 attribugh 6d 8 Inter any penalty for underpayment of estimated tax. Check here   If Form 2220 is attached 9 Tax due. If the total of lines 5 and 0 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 0 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 0 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 0 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 0 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 0 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 0 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 0 is more than line 7, enter amount owed 9 Tax due. If the total organization of the manual organization of the definition of the form 200 to the form of the 3 to the 4 to the form of the 3 to the 4 to the 4 to the 4 to the 6 to the 6 to the 6 t		of Part I, line 27b					
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5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- 6 Credis/Payments: 2017 estimated tax payments and 2016 overpayment credited to 2017 b Exempt foreign organizations - Lax withheld at source 6 Tax paid with application for extension of time to file (Form 866) 6 Backup withholding erroneously withheld 7 Total credits and payments. Add times 6a through 6d 6 Enter any penalty for underpayment of estimated tax. Check here if if Form 2220 is attached 7 Total credits and payments. Add times 6a through 6d 6 Enter any penalty for underpayment of estimated tax. Check here if if Form 2220 is attached 7 Total credits in line 5 and 50 is more than line 7, enter amount of wed 8 Total credits in line 5 and 50 is more than line 7, enter amount of wed 9 Tax due. If the total of lines 5 and 5 is not in amount of wed 10 Overpayment, Illine 7 is more line folial of lines 5 and 8, enter the amount of wed 11 Enter the amount of line 50 to be; Credited to 2018 estimated tax ▶ 12 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it periopate or intervene in any political campagin? 10 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it periopate or intervene in any political campagin? 10 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it periopate or intervene in any political campagin; 10 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it periopate or intervene in any political campagin; 10 During the tax year, did the foundation attempt to the year? 11 During the tax year is 10 to 1 to 1, attach a detailed description of the activities. 2 During the animal transport to 1 to 1, attach a detailed description of the activities. 3 Has the foundation have a proper to the subsets. 3 Has the foundation have a proper to the subsets. 4 During the foundation have	3	Add lines 1 and 2		3	2	5,2	29.
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Was there a liquidation, termination, dissolution, or substantial contraction during the year?  If "Yes," attach the statement required by General Instruction T.  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?  Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV  The answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation  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 tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV  Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  S X  X  X  In The the requirements of section 508(e) (relating to section 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV  Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  10				N/A	4b		
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10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X	-	· · · · · · · · · · · · · · · · · · ·		- <del></del>	9		$\mathbf{x}$
	10						X
				F	orm <b>990</b>	)-PF	(2017)

Pa	ITT, VII-A Statements Regarding Activities (continued)			
	At any Alice advance the year did the foundation of matter and a second	ļ	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of	1		
	section 512(b)(13)? If "Yes," attach schedule. See instructions	11_		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes." attach statement. See instructions	١.,		4.5
10	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	12	77	X
13	Website address ► N/A	13	X	
14	The books are in care of ► WILLIAM GARDNER BROWN  Telephone no.►561.5	16 0	970	
17	Located at ► 207 SOUTH BEACH ROAD, NO. 3400, HOBE SOUND, FL ZIP+4 ►3		310	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here	7477		
	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	ш
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16	Х	
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the			
	foreign country > JERSEY			
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Fur nish goods, services, or facilities to (or accept them from) a disqualified person?  Yes X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes X No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes X No			
	(6) Agree to pay money or property to a government official? (Exception Check "No"			
	if the foundation agreed to make a grant to or to employ the official for a period after		İ	
	termination of government service, if terminating within 90 days.)  Yes X No			
b	of fany answer is "Yes" to 1a(1)-(6), did <b>any</b> 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  N/A	1b		
	Organizations relying on a current notice regarding disaster assistance, check here	1		
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		Х
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		ľ	
	before 2017?			
	If "Yes," list the years		1	
D	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect		ĺ	
	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.)  N/A	2b		
C	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			
32	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
00	during the year?			
b	of "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.)  N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	$\neg \neg$	X
	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		<u> </u>
	Fo	rm <b>990</b>	-PF	2017)

2 Compensation of five highest-paid employees (other than those in	cluded on line 1). 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			<b> </b>	C

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C/O BRIAR HALL LLC

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Page 7

Five highest-paid independent contractors for professional services. If none, enter "NONE."	
(a) Name and address of each person paid more than \$50,000 (b) Type of servi	rice (c) Compensation
NONE	
otal 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
N/A	
Part IX-B Summary of Program-Related Investments	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
N/A	
All other are near related an extraorte Con instructions	
All other program-related investments. See instructions.	
'	
Fotal, Add lines 1 through 3	<b>&gt;</b> 0

Adjusted qualifying distributions Subtract line 5 from line 4

4940(e) reduction of tax in those years.

For	m 990-PF (2017) C/O BRIAR HALL LLC	36	-60988 <b>4</b> 9 Page <b>8</b>
P	art X Minimum Investment Return (All domestic foundations must complete this part Foreign for	undations	, see instructions )
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		<del></del>
а	Average monthly fair market value of securities	1a	36,664,871.
b	Average of monthly cash balances	1b	1,689,901.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	38,354,772.
е	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	38,354,772.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	575,322.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,779,450.
6	Minimum investment return Enter 5% of line 5	6	1,888,973.
P	art XI Distributable Amount (see instructions) (Section 4942(1)(3) and (1)(5) private operating foundations a	ınd certain	
	foreign organizations, check here  and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	1,888,973.
2a	Tax on investment income for 2017 from Part VI, line 5	.]	
b	Income tax for 2017. (This does not include the tax from Part VI.)	<b>」</b>	
C	Add lines 2a and 2b	2c	25,229.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,863,744.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,863,744.
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	1,863,744.
P	Part XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а		1a	2,759,991.
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:	1 1	
a		3a	
b		3b	0.750.001
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	2,759,991.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	<b> </b>	05 000
	income. Enter 1% of Part I, line 27b	5 1	25.229.

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

2,734,762.

# Part XIII Undistributed Income (see instructions)

1. Destrobutable amount for 2017 from Part XI, Inne 7		(a) Corpus	(b) Years prior to 2016	(c) 2016	( <b>d)</b> 2017
2. Usage-builded receives, of any, as of the end of 2017 is after amount of 2016 only b Total for prory years:  3. Excess distributions carryower, if any, to 2017; a firom 2012 is from 2013 cf from 2014 1.22, 845 cf from 2015 5.10, 891. cf from 2016 1.3.22, 7.39 cf from 2016 1.3.22	1 Distributable amount for 2017 from Part XI,			20,0	
Enter amount for 2016 only	line 7				1,863,744.
Second distributions carryover, if any, to 2017; a From 2012   From 2013   1.22, 845   From 2015   5.10, 891   From 2016   1.322, 739   Total of times 3st through 6   Total of times 3st through 6   1.322, 739   Total of times 3st through 6   Total of times 3st through 6   Total of times 3st through 6   Total of times 3st through 7   Total of times 7   Total of	2 Undistributed income, if any, as of the end of 2017	_	-		
3 Excess distributions carryover, if any, to 2017: a From 20 13 b From 20 13 c From 20 15 c From 20 15 c From 20 15 c From 20 16 c L 1, 322, 739. 1 Total of hines 3s through a 1 Quality on distributions for 2017 from Part XII, line 4: ▶ \$ 2, 759, 991. 3 Applied to 2016, but not more than line 2a Applied to 2016 but not more than line 2a Applied to 2017 distributible more of prore years (Election required - see instructions) c Freated as distributions out of corpus (Election required - see instructions) d Applied to 2017 distributible amount e Remaining amount distributed out of corpus (Election required - see instructions) d Applied to 2017 distributible amount e Remaining amount distributed out of corpus (Election required - see instructions) d Applied to 2017 distributible amount e Remaining amount distributed out of corpus (Election required - see instructions) d Applied to 2017 distributible amount e Remaining amount distributed out of corpus (Election required - see instructions) d Corpus Additions 31 & C and 4 Subteach line 8 D Priori years' undistributed morne for 2017. Subtract line d Strom line 2. Taxable amount rise in set.  Undestributed morne for 2016. Subtract line d strom line 2. Taxable amount rise in set.  Undestributed morne for 2016. Subtract line d strom line 2. Taxable amount rise in set.  Undestributed morne for 2017. Subtract line d strom line 2. Taxable amount rise in set.  O.  Amounts bread as distributions out of corpus to satisfy requirements imposed by section 170((i, (if)) or 494(2)(3) (Election may be required - see instruction  Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170((i, (if)) or 494(2)(3) (Election may be required - see instruction  Excess from 2014  Excess from 2015  Excess from				0.	
3 Excess distributions carryover, if any, to 2017: a From 2013 c From 2015	b Total for prior years:		•		
a From 2012 b From 2013	Proces distributions carryover if any to 2017:		0.		
Definition 2013	- 1			1	
From 2014   122,845.     From 2015   5.10,891.     From 2015   1,322,739.     Total of lines 3 a through e   1,322,739.     Total of lines 3 a through e   2,759.991.     Applied to 2016, but not more than line 2a   0.     Amplied to 2016, but not more than line 2a   0.     Amplied to 2017 fishibitable amount express enstructions)     Greated as definitionisms out of corpus ((Election required - see instructions)   0.     Amplied to 2017 distributable amount express enstructions   0.     Amplied to 2017 distributable amount   896,247.     Excess the destinations curvover express enstructions   0.     Command to 2017 distributable amount   896,247.     Excess the destinations curvover express enstructions   0.     Command to 2017 distributable amount   896,247.     Command to 2017 distributable amount   2,896,247.     Command to 2018   2,852,722.     Destination of 2018   2,852,722.     Destination 2018   2,845,     Excess from 2014   1,22,845,     Excess from 2014   1,22,845,     Excess from 2016   1,322,739.     Destination 2017   2,845,     Excess from 2018   1,322,739.     Destination 2018   2,852,732.     Destina					
A From 20 15   1,322,739		ļ			
1   1   1   1   1   1   1   1   1   1	4From 2015 510 891				
1 Total of lines 3a through e 4 Ouallying distributions for 2017 irom Part XII, line 4: № 5 2 7.759 9.991. a Applied to 2016, but not more than line 2a b Applied to undershoulded income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2017 distributible amount e Remaining amount distributed unt of corpus c (Election required - see instructions) d Applied to 2017 distributible amount e Remaining amount distributed unt of corpus c (Election required - see instructions) d Applied to 2017 distributible amount e Remaining amount distributed unto carpus c Remaining amount distributed by a same amount must be drewn in column (a)) e Enter the activation of the same amount must be drewn in column (a)) e Enter the amount of prior years undestributed income for which a notice of delinearly base bein aissued, or on which the section 494(2a) tax has been previously assessed d Subtract tine 6 form line 6b. Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4b from line 2. Taxable amount - see instruc- tions de and 5 from line 1. This amount must be distributed income for 2017. Subtract line 4b a from line 2 a. Taxable amount - see instruc- tions e Undistributed amount for 2016. Subtract line 4b a from line 2. Taxable amount - see instruc- tions  0 .  1 . 1,956,475.  0 .  1 . 1,863,744.  8 . 966,247.  0 .  0 .  2 . 852,722.  0 .  0 .  0 .  2 . 852,722.  0 .  0 .  0 .  2 . 852,722.  0 .  0 .  0 .  2 . 852,722.  0 .  0 .  0 .  2 .  2 . 852,722.  0 .  0 .  2 .  2 . 852,722.  1 .  0 .  1 . 2 .  2 . 852,722.  1 .  1 . 2 .  2 . 852,722.  1 .  1 . 3 .  2 . 852,722.  1 .  3 .  4 .  5 .  5 . 5 . 6 . 8 . 8  5 . 6 . 8  5 . 6	a From 2016 1 322 739				
4. Qualitying distributions for 2017 from Part XII, line 4: № \$ 2,759,991.  a Applied to 2016, but not more than line 2a  3 Applied to 2016, but not more than line 2a  3 Applied to Undistributed income of prior years (Election required - see instructions)  4 Applied to 2017 distributable amount e Remaining amount distributed out of corpus (Election required - see instructions)  5 Created as distributions out of corpus (Election required - see instructions)  6 Applied to 2017 distributable amount e Remaining amount distributed out of corpus (Section required - see instructions)  7 Excess distributions corpore segretar to 2017 elf an amount appears in Column (3). The some amount must be shown on courne (3).  8 6 Enter the retotal of each following 40; the some amount must be shown on courne (3).  8 6 Enter the net total of each following 8.  8 Corpus Add lines 31; 4c, and 4e Guberact line 9.  9 Prior years' undistributed imcome. Subtract line 4b from line 2b.  6 E finite the amount of prior years' undistributed morne for which a notice of deficiency has been issued, or on which the section 494(c) last has been previously assessed distribution from the 6b. Taxable amount - see instructions  8 Undistributed in come for 2016, Subtract line 4a from line 2a. Taxable amount - see instructions  9 Undistributed in come for 2016, Subtract line 4a from line 2a. Taxable amount - see instructions  9 Undistributed in come for 2017, Subtract line 4a from line 2a. Taxable amount - see instructions  9 Undistributed in come for 2017, Subtract line 4a from line 2a. Taxable amount - see instructions  9 Undistributed in come for 2017, Subtract line 4a from line 2a. Taxable amount - see instructions  9 Undistributed in come for 2017, Subtract line 4a from line 2a. Taxable amount - see instructions  9 Undistributed in come for 2016, Subtract line 4a from line 2a. Taxable amount - see instructions  9 Undistributed in come for 2016, Subtract line 4a from line 2a. Taxable amount - see instructions  9 Undistributed in come for 2016, Subt		1 956 475			
Part XII, Im e4: ► S 2, 759, 991.  a Applied to 2016, but not more than ine 2a		1,550,475.		<del></del>	
a Applied to 2016, but not more than line 2s b Appled to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2017 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carpover applied to 2017 (if an amount appears in column (a))  E Enter the net total of each column as indicated below: a Corpus Add lines 31, 4a, and 4e Subtract line 3 b Prior years' undistributed income. Subtract line 4b from line 2b  E Enter the amount of prior years' undistributed income for which a notice of dehoency has been issued, or on which the section 494(a) tax has been previously assessed  Subtract line 6c from line 6b. Taxable amount - see instructions Undistributed income for valifs. Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instructions  Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instructions  Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instructions  Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions  Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions  Undistributed on see instructions  Undistributed on see instructions  Undistributed on see instructions  Undistributed on see instructions  Undistributed in see instructions  Undistributed in see instructions  Undistributed on see instructions  Undistributed in see instructions  Undistributed on					
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(Election required - see instructions)  4 Applied to 2017 distributable amount  • Remaining amount distributed out of corpus  5 excess destributions carryover applied to 2017  5 excess destributions carryover applied to 2017  5 excess from 2018  5 excess from 2018  6 Enter the net total of each column as indicated below:  2 (STUDIES AND ASSESSED					<del></del>
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(if an amount appears in column (c), the same amount must be shown in column (a))  6 Enter the net total of each column as indicated below:  a Corpus Acid lines 31, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 4 fine 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  d Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions  1 Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount must be distributed in 2018  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)  8 Excess distributions carryover from 2012 not applied on line 5 or line 7  9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2014  C Excess from 2014  C Excess from 2015  C Excess from 2015  C Excess from 2016	5 Excess distributions carryover applied to 2017				0.
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c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed  d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. 1 Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(a)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a 2,852,722.  10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2015 510,891. d Excess from 2016 1,322,739.					
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e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.  f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)  8 Excess distributions carryover from 2012 not applied on line 5 or line 7  9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a  2 , 852, 722.  10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 1 , 322, 739.	d Subtract line 6c from line 6b. Taxable				
4a from line 2a. Taxable amount - see instr.  f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)  8 Excess distributions carryover from 2012 not applied on line 5 or line 7  9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 1, 322, 739.	amount - see instructions		0.		
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be distributed in 2018  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)  8 Excess distributions carryover from 2012 not applied on line 5 or line 7  9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 1,322,739.					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)  8 Excess distributions carryover from 2012 not applied on line 5 or line 7  9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 1, 322, 739.	· · · · · · · · · · · · · · · · · · ·				
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)  8 Excess distributions carryover from 2012 not applied on line 5 or line 7  9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 1,322,739.					0.
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may be required - see instructions)  8					
8 Excess distributions carryover from 2012 not applied on line 5 or line 7  9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 1,322,739.					
not applied on line 5 or line 7  9 Excess distributions carryover to 2018.  Subtract lines 7 and 8 from line 6a  2,852,722.  10 Analysis of line 9:  a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016  1,322,739.	•	U •			
9 Excess distributions carryover to 2018.  Subtract lines 7 and 8 from line 6a  2,852,722.  10 Analysis of line 9:  a Excess from 2013  b Excess from 2014  c Excess from 2015  d Excess from 2016  1,322,739.	_	ا م			
Subtract lines 7 and 8 from line 6a 2,852,722.  10 Analysis of line 9:  a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 1,322,739.		U •			
10 Analysis of line 9:  a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 1,322,739.	-	2 852 722			
a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 1,322,739.		2,002,122.			
b Excess from 2014 122,845. c Excess from 2015 510,891. d Excess from 2016 1,322,739.	· I				
c Excess from 2015 510,891. d Excess from 2016 1,322,739.					
d Excess from 2016 1,322,739.					

Form **990-PF** (2017)

Supplementary Information (continued) Part XV 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient show any relationship to Foundation Purpose of grant or any foundation manager or substantial contributor Amount status of contribution Name and address (home or business) recipient a Paid during the year ALLIANCE FRANCAISE DE CHICAGO NONE PUBLIC FOR THE GENERAL. 810 N. DEARBORN STREET SCIENTIFIC OR CHICAGO IL 60610 EDUCATION PURPOSE 127,631. ARTS COUNCIL OF WINSTON-SALEM FORSYTH NONE PUBLIC FOR THE GENERAL COUNTY SCIENTIFIC OR 206 NORTH SPRUCE STREET EDUCATION PURPOSE WINSTON-SALEM NC 27101 50,000. BOYS AND GIRLS CLUB OF THE PENINSULA NONE PUBLIC FOR THE GENERAL. 401 PIERCE ROAD SCIENTIFIC OR MENLO PARK, CA 94025 EDUCATION PURPOSE 5,000. BRAVO WAUKEGAN NONE PUBLIC FOR THE GENERAL. 400 EAST ILLINOIS SCIENTIFIC OR LAKE FOREST, IL 60045 EDUCATION PURPOSE 5,000. CAROLINA BALLET NONE PUBLIC FOR THE GENERAL 914 PULASKI STREET SCIENTIFIC OR COLUMBIA SC 29201 EDUCATION PURPOSE 85,000. SEE CONTINUATION SHEET(S) Total ▶ 3a 2 749 981. b Approved for future payment NONE Total

Part XVI-A **Analysis of Income-Producing Activities** 

Form 990-PF (2017)

Enter gross amounts unless otherwise indicated.	Unrelated t	ousiness income	Excluded t	py section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
a					
b			1		<del></del>
С					
d					
e					
1					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	551,158.	<del></del>
4 Dividends and interest from securities			14	551,158.	
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	1		1		
property	ļ <u>-</u>				
7 Other investment income	ļ				12,000.
8 Gain or (loss) from sales of assets other					
than inventory	<del> </del>		18		1,995,691.
9 Net income or (loss) from special events	<del> </del>		}		
10 Gross profit or (loss) from sales of inventory	<del> </del>		<del>                                     </del>		
11 Other revenue:	1		]		
a		<del> </del>			
b	<del></del>		<del></del>		
c	ļ		<del>                                     </del>		
d	<del> </del>		<del> </del>		
e 12 Subtotal. Add columns (b), (d), and (e)		0.		551,804.	2,007,691.
13 Total. Add line 12, columns (b), (d), and (e)	1		<del>1</del> _	13	2,559,495.
(See worksheet in line 13 instructions to verify calculations.)				13	4,337,433.
	a the Asser	mliahmant of Cu	amat D		
Part XVI-B Relationship of Activities t	O the Accon	ipiisiinent oi Ex	empt F	urposes 	
Line No. Explain below how each activity for which inco			contributed	importantly to the accomp	lishment of
the foundation's exempt purposes (other than	by providing funds	s for such purposes).			
NOT APPLICABLE					
	<del></del>				
		<del></del>			
					<del>_</del>
		<del></del>		<del></del>	
	<del></del>			<del></del>	<del></del>
				<del></del>	
				<del></del>	<del></del>
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					<del></del>
723621 01-03-18				<del></del>	Form <b>990-PF</b> (2017)

Form **990-PF** (2017)

Pa	T XVII	Exempt Organ		sters to a	ind Transactions a	and Relations	nips With Noncha	aritable	!	
1	Did the or			of the following	ng with any other organizat	ion described in sect	ion 501(c)		Yes	No
					g to political organizations?		.0.1 00 1(0)	Į	.00	
	· -	from the reporting found	•	•						
4	(1) Cash				gameanon on			1a(1)		X
	(2) Other	assets						1a(2)		X
	Other tran							19/2/		
		of assets to a noncharita	ible exempt organiza	tion				16(1)		X
	• •	nases of assets from a no						1b(2)	$\vdash$	X
		il of facilities, equipment,		or garneation				1b(3)		X
		bursement arrangements						1b(4)		X
		s or loan guarantees	•					1b(5)		X
		rmance of services or me	embershin or fundra	eina ealicitatio	nne			1b(6)		X
	` '	f facilities, equipment, ma		-			•	10(0)	-	X
					edule. Column ( <b>b)</b> should a	lwave show the fair r	market value of the goods		ate	
·	or service	-	oundation. If the fou	ndation receiv	ed less than fair market val	=		•	,,	
(a) Li		(b) Amount involved	~		e exempt organization	(d) Description	of transfers, transactions, an	d sharing ar	angeme	nts
<u> </u>		· <u> </u>	<del>  :</del>	N/A	<del></del>		<del> </del>			
			1				<del></del>			
			1							
			L							
	l_					_				
2a	is the fou	ndation directly or indirec	tly affiliated with, or	related to, one	or more tax-exempt organ	izations described				
	in section	501(c) (other than section	on 501(c)(3)) or in se	ection 527?			[	Yes	X	No
<u>b</u>	If "Yes," Co	omplete the following sch				<del>,</del>				
		(a) Name of org	ganization		(b) Type of organization	<u> </u>	(c) Description of relation	ship		
		N/A				<del> </del>				
					<del> </del>	ļ				
					<del> </del>	<del> </del>				
_	Under	nenalties of perion, 1 declare	that I have examined the	is return, includin	ng accompanying schedules and	t statements, and to the	best of my knowledge			
Sig	and be	elief, it is true, correct, and cor	mplete Declaration of pr	eparer (other tha	n taxpayer) is based on all infori	mation of which prepared	has any knowledge	lay the IRS of	liscuss ti	his er
He	re	121 6	3 1	P	4/12/2018		AL FUND	<u>nowu</u> pelow.	? See ins	str 7
		nature of officer or truster	<del>****</del> **		Date	Title	TI FOND	X Yes		No
		Print/Type preparer's na		Preparer's s		Date	Check If PTIN			
		, po proparor 3 ne			1/1/1/	, ,	self- employed			
Pa	id	FRED M. BR	ODV	1	W/V VWg	13/6/18		1045	120	
	eparer	Firm's name ► MOR		IORRI CO	אַר	10/1/01	Firm's EIN ▶ 36 – 3			
	e Only	Time shame FIOR	TITOM & P.	-0.4(100	11, 11,		THIIIS LIN P 30 - 3	, <del>, , ,</del> , )	50	
	,	Firm's address ▶ 19	SOUTH T.A	SALLE	ST. SIITTE 1	100				
			TCAGO TI				Phone no 312-3	346-2	1/1	

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

## **Schedule of Contributors**

Attach to Form 990, Form 990-EZ, or Form 990-PF. ► Go to www.irs.gov/Form990 for the latest information. OMB No 1545-0047

Employer identification number

	EMAL FUND BRIAR HALL LLC	36-6098849
Organization type (check one		30 0030043
Filers of:	Section:	
Form 990 or 990-EZ	501(c)( ) (enter number) organization	
[	4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation	
[	527 political organization	
Form 990-PF [	X 501(c)(3) exempt private foundation	
[	4947(a)(1) nonexempt charitable trust treated as a private foundation	
[	501(c)(3) taxable private foundation	
Note: Only a section 501(c)(7)  General Rule  X For an organization fi	eovered by the <b>General Rule</b> or a <b>Special Rule</b> .  (8), or (10) organization can check boxes for both the General Rule and a Special Rule  lling Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling  ne contributor. Complete Parts I and II. See instructions for determining a contributor's	\$5,000 or more (in money or
Special Rules		
sections 509(a)(1) an any one contributor,	lescribed in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support to d 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, oduring the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amounder 1. Complete Parts I and II	or 16b, and that received from
year, total contribution	lescribed in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from a cons of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educately to children or animals. Complete Parts I, II, and III	
year, contributions ex is checked, enter her purpose. Don't comp	lescribed in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from a xclusively for religious, charitable, etc., purposes, but no such contributions totaled mo e the total contributions that were received during the year for an exclusively religious, elete any of the parts unless the <b>General Rule</b> applies to this organization because it re etc, contributions totaling \$5,000 or more during the year	ore than \$1,000 If this box chantable, etc.
but it must answer "No" on Pa	isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Foart IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Fo filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)	**

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

		•			
Schedule B	/Earm	വവ	000 E7	~* 000 DE	(0047)
Schedule P	(1 (2))))	JJU,	JJU'LZ,	01 330.11	12017

Page 2

Name of organization WILEMAL FUND

Employer identification number

C/O BRIAR HALL LLC

36-6098849

Part i	Contributors (see instructions) Use duplicate copies of Part I if additional	al space is needed	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MALCOLM M. BROWN  1110 ARBOR ROAD  WINSTON SALEM, NC 27104	\$ 485,400.	Person Payroll Noncash X (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	WILLIAM G. BROWN  1275 NORTH GREEN BAY ROAD  LAKE FOREST, IL 60045	\$ 476,125.	Person Payroll Noncash X (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	SOLANGE S.P. BROWN  2325 TRACY PLACE NW  WASHINGTON, DC 20008	\$3 <u>4,406</u> .	Person Payroll Noncash X (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash Complete Part II for noncash contributions.)

Name of organization

WILEMAL FUND

C/O BRIAR HALL LLC

Employer identification number

36-6098849

Part II	Noncash Property (see instructions). Use duplicate copies of P	art 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	5,000 SHS NORTHERN TRUST CORP.		
		\$\$\$\$	12/14/17
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
2	5,000 SHS NORTHERN TRUST CORP.		
		\$ 476,125.	11/28/17
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
3	163 SHS TEXAS INSTRUMENTS		
		\$\$.	12/29/17
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
3	78 SHS UNITEDHEALTH GROUP		
		\\$17,332.	12/29/17
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		*	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received

Schedule	_	/F*	$\alpha\alpha\alpha$	000 57	000		10047
Sahadulla	н.	≀⊢orm	9911	441 FF/	or yyu		72017
JULI BUUTE	_	<b>,, 0,,,,</b> ,	000,	000,	0, 000	,	1-011

Page 4

Scriedie D ( Onn 330, 330 LZ, or 330 1 ) (Z

Name of org	anization		Employer identification number
WILEMA	AL FUND		
C/O BF	RIAR HALL LLC		36-6098849
Part III	RIAR HALL LLC Exclusively religious, charitable, etc., cont	ributions to organizations described in sect	36-6098849 ion 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 lin	e entry. For organizations
	completing Part III, enter the total of exclusively religiou Use duplicate copies of Part III if addition	is, charitable, etc., contributions of \$1,000 or less for	the year (Enter this into once)
(a) No.	Ose duplicate copies of Fart III II addition	al space is needed	
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-		(e) Transfer of gift	
	To do do ou obtain	_	
-	Transferee's name, address, a	nd ZIP + 4 F	telationship of transferor to transferee
(a) No.	#12D		
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, a	nd ZIP + 4 F	telationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-		(e) Transfer of gift	1
}	Transferee's name, address, a	nd ZIP + 4 F	elationship of transferor to transferee
(a) No.			
(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

FORM 990-PF INTERE	ST ON SAVING	GS AND T	EMPOR	ARY	CASH	INVEST	MENTS	STATEMEN	т 1
SOURCE			(A) VENUE BOOK			(B) INVEST		(C) ADJUST NET INC	
GENERAL FUND DIVISI ATTACHED COMPILATION PAB FUND DIVISION (	N REPORT)			8.			8.		
ATTACHED) WGB FUND DIVISION ( ATTACHED)	SEE			09. 29.			309. 329.		
TOTAL TO PART I, LI	NE 3		6	46.			646.		
FORM 990-PF	DIVIDENDS	AND INT	EREST	FRO	M SEC	URITIE	ES	STATEMEN'	г 2
SOURCE	GROSS AMOUNT	CAPIT GAIN DIVIDE	S	RE	(A) VENUE BOOK		(B) INVEST IT INCOM		STED
GENERAL FUND DIVISION (SEE ATTACHED PAB FUND DIVISION (SEE ATTACHED	77,210.		0.		77,21	0.	77,210	).	
COMPILATION WGB FUND DIVISION (SEE ATTACHED	205,898.		0.	2	05,89	8.	205,898	3.	
COMPILATION	268,050.		0.	2	68,05	0.	268,050	).	
TO PART I, LINE 4	551,158.		0.	5!	51,15	8. ====	551,158	3.	
FORM 990-PF	<del></del>	OTHER	INCO	ME	<del></del>	<del></del>	<del></del>	STATEMEN'	r 3
DESCRIPTION			RE	(A) VENUI BOOI		NET I	B) NVEST- INCOME	(C) ADJUS NET IN	
MISCELLANEOUS INCOM	E (PAB FUND	-		12	,000.		12,000.		
TOTAL TO FORM 990-P	F, PART I, I	LINE 11		12	,000.		12,000.		

FORM 990-PF	ACCOUNTI	NG FEES	STATEMENT 4			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
MORRISON & MORRISON, LTD.	16,000.	6,000.		10,000.		
TO FORM 990-PF, PG 1, LN 16B	16,000.	6,000.		10,000.		
FORM 990-PF	TAX	ES	S	TATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
STATE TAXES (GENERAL FUND DIVISION) FEDERAL TAXES (GENERAL	10.			10.		
FUND DIVISION)	29,256.			0.		
TO FORM 990-PF, PG 1, LN 18	29,266.	29,256.		10.		
FORM 990-PF	OTHER E	XPENSES	S'	ratement 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
BANK CHARGES (GENERAL FUND DIVISION) BANK CHARGES (WGB FUND	35.	35.		0.		
DIVISION) BANK CHARGES (PAB FUND	50.	50.		0.		
DIVISION)	5.	5.		0.		
MANAGEMENT FEES (WGB FUND DIVISION)	640.	640.		0.		
MANAGEMENT FEES (PAB FUND DIVISION)	603.	603.		0.		
TO FORM 990-PF, PG 1, LN 23	1,333.	1,333.		0.		

FORM 990-PF OTHER DECREASES IN NE	ET ASSETS OR F	FUND BALANCES	STATEMENT	7
DESCRIPTION			AMOUNT	
EXCESS OF FMV OF STOCK RECEIVED OVER	R COST BASIS		995,08	88.
TOTAL TO FORM 990-PF, PART III, LINE	<b>3</b> 5		995,08	8.
FORM 990-PF CORE	PORATE STOCK		STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE	•
ILLINOIS TOOL WORKS (PAB FUND) ILLINOIS TOOL WORKS (WGB FUND) NORTHERN TRUST CO. (GENERAL FUND) NORTHERN TRUST CO. (PAB FUND) NORTHERN TRUST CO. (WGB FUND) NUCOR CORP. (GENERAL FUND)		248,750. 223,895. 140,700. 556,423. 563,619. 280,162.	3,337,00 3,337,00 2,993,50 9,040,04 13,435,20 1,256,84	0. 4. 5.
TOTAL TO FORM 990-PF, PART II, LINE	10B	2,013,549.	33,399,60	3.
FORM 990-PF OTHER	R INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	1
LITTLEJOHN OPPORTUNITIES OFFSHORE FUND, LTD. (PAB FUND) LITTLEJOHN OPPORTUNITIES OFFSHORE FUND, LTD. (WGB FUND)	COST	2,425,000. 2,575,000.	3,173,57 3,369,88	
TOTAL TO FORM 990-PF, PART II, LINE	13	5,000,000.	6,543,45	7.

### **WILEMAL FUND**

## FEIN. 36-6098849 2017 FORM 990-PF

# PART II, LINE 10b, INVESTMENTS - CORPORATE STOCK

	f Year		
	Book	Fair Market	
Security	<u>Value</u>	<u>Value</u>	<u>Fund</u>
Northern Trust Co.	140,700	2,993,504	General
Nucor Corp.	280,162	1,256,849	General
Fund total - General	420,862	4,250,353	
Illinois Tool Works	248,750	3,337,000	PAB
Northern Trust Corporation	556,423	9,040,045	PAB
Brookside Cayman, Limited	0	182,645	PAB
GS Mezzanine 2006 Offshore Fund	0	5,911	PAB
Little john Opportunities Offshore Fund, Ltd.	2,425,000	3,173,577	PAB
Fund total - PAB	3,230,173	15,739,178	
Illinois Tool Works	223,895	3,337,000	WGB
Northern Trust Corporation	563,619	13,435,205	WGB
Brookside Cayman, Limited	0	193,942	WGB
GS Mezzanine 2006 Offshore Fund	0	6,276	WGB
Littlejohn Opportunities Offshore Fund, Ltd.	2,575,000	3,369,880	WGB
Fund total - WGB	3,362,514	20,342,303	
Total	7,013,549	40,331,834	

FORM 990-PF PART VIII - LI TRUSTEES AN	ST OF (	OFFICERS, I	STATEMENT 10		
NAME AND ADDRESS		ITLE AND RG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE
WILLIAM GARDNER BROWN 1275 NORTH GREEN BAY ROAD LAKE FOREST, IL 60045	SEE	ATTACHED 0.00	0.	0.	0.
MALCOLM MCDOUGAL BROWN 1110 ARBOR ROAD WINSTON-SALEM, NC 27106	SEE	ATTACHED 0.00	0.	0.	0.
SOLANGE PEZON BROWN 1275 NORTH GREEN BAY ROAD LAKE FOREST, IL 60045	SEE	ATTACHED 0.00	0.	0.	0.
SOLANGE STEPHANIE PEZON BROWN 1275 NORTH GREEN BAY ROAD LAKE FOREST, IL 60045	SEE	ATTACHED 0.00	0.	0.	0.
GEORGES PEZON BROWN 1275 NORTH GREEN BAY ROAD LAKE FOREST, IL 60045	SEE	ATTACHED 0.00	0.	0.	0.
PATRICIA A. BROWN 1110 ARBOR ROAD WINSTON-SALEM, NC 27106	SEE	ATTACHED 0.00	0.	0.	0.
KENTON RANDOLPH BROWN 1110 ARBOR ROAD WINSTON-SALEM, NC 27106	SEE	ATTACHED 0.00	0.	0.	0.
PRESTON GARDNER BROWN 1110 ARBOR ROAD WINSTON-SALEM, NC 27106	SEE	ATTACHED 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE	6, PAR	r VIII	0.	0.	0.

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FORM 990-PF

PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT

NAME OF MANAGER

WILLIAM GARDNER BROWN MALCOLM MCDOUGAL BROWN