Form 990-PF

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.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation
WILEMAL FUND
C/O BRIAR HALL LLC

A Employer identification number
36-6098849

Number and street (or P O box number if mail is not delivered to street address): 200 W. MADISON ST.
Room/suite: 3400

B Telephone number
312-676-0300

City or town, state or province, country, and ZIP or foreign postal code
CHICAGO, IL 60603

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] 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: [X] 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) ▶$ 37,404,731.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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).)

		(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	2,567,467.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,362.	1,362.		STATEMENT 1
	4 Dividends and interest from securities	502,041.	502,041.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,836,160.			
	b Gross sales price for all assets on line 6a 1,943,480.				
	7 Capital gain net income (from Part IV, line 2)		1,836,160.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	4,907,030.	2,339,563.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	16,000.	6,000.		10,000.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	7,330.	7,305.		25.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	684.	684.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	24,014.	13,989.		10,025.
	25 Contributions, gifts, grants paid	2,805,245.			2,805,245.
	26 Total expenses and disbursements. Add lines 24 and 25	2,829,259.	13,989.		2,815,270.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,077,771.			
	b Net investment income (if negative, enter -0-)		2,325,574.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Form 990-PF (2016)

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,462,591.	1,081,202.	1,081,202.
	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			
	b Investments - corporate stock STMT 7	2,287,150.	2,193,942.	29,937,541.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	5,000,988.	5,000,000.	6,385,988.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,750,729.	8,275,144.	37,404,731.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,750,729.	8,275,144.	
	30 **Total net assets or fund balances**	8,750,729.	8,275,144.	
	31 **Total liabilities and net assets/fund balances**	8,750,729.	8,275,144.	

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	8,750,729.
2 Enter amount from Part I, line 27a	2	2,077,771.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,828,500.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	2,553,356.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,275,144.

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.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,943,480.		107,320.	1,836,160.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,836,160.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 1,836,160.

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,956,123.	29,596,834.	.066092
2014	2,031,609.	28,361,685.	.071632
2013	1,701,107.	25,550,649.	.066578
2012	822,789.	21,812,486.	.037721
2011	1,248,508.	21,823,716.	.057209

2	Total of line 1, column (d)	2	.299232
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	.059846
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	30,315,736.
5	Multiply line 4 by line 3	5	1,814,276.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,256.
7	Add lines 5 and 6	7	1,837,532.
8	Enter qualifying distributions from Part XII, line 4	8	2,815,270.

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 ▶ [X] and enter 1% of Part I, line 27b			1	23,256.
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	23,256.
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	23,256.
6	Credits/Payments:				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	18,000.		
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			
7	Total credits and payments. Add lines 6a through 6d			7	18,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	5,256.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	**Refunded** ▶		11	

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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? *If "Yes," attach a detailed description of the activities.*	2		X
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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
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	X	
7	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
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? If "No," attach explanation*	8b	X	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X

Website address ▶ N/A

14 The books are in care of ▶ WILLIAM GARDNER BROWN Telephone no. ▶ 312-676-0300
Located at ▶ 200 W. MADISON ST., NO. 3400, CHICAGO, IL ZIP+4 ▶ 60603

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 | N/A

			Yes	No
16	At any time during calendar year 2016, 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?	16	X	
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶ JERSEY			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(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)? N/A | 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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included 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 ▶ 0

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

3 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 service	(c) Compensation
NONE		
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 N/A	
2	
3	
4	

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
1 N/A	
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	29,431,499.
b	Average of monthly cash balances	1b	1,345,898.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	30,777,397.
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	30,777,397.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	461,661.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,315,736.
6	**Minimum investment return** Enter 5% of line 5	6	1,515,787.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,515,787.
2a	Tax on investment income for 2016 from Part VI, line 5 2a 23,256.		
b	Income tax for 2016. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	23,256.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,492,531.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,492,531.
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	1,492,531.

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	2,815,270.
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	2,815,270.
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	5	23,256.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,792,014.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,492,531.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014 122,845.				
e From 2015 510,891.				
f Total of lines 3a through e	633,736.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 2,815,270.				
a Applied to 2015, but not more than line 2a			0.	
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 2016 distributable amount				1,492,531.
e Remaining amount distributed out of corpus	1,322,739.			
5 Excess distributions carryover applied to 2016 (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	1,956,475.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,956,475.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014 122,845.				
d Excess from 2015 510,891.				
e Excess from 2016 1,322,739.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 10

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.

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLIANCE FRANCAISE DE CHICAGO 810 N. DEARBORN STREET CHICAGO, IL 60610	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	169,470.
ARTS COUNCIL OF WINSTON-SALEM FORSYTH COUNTY 206 NORTH SPRUCE STREET WINSTON-SALEM, NC 27101	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	50,000.
BRAVO WAUKEGAN 400 EAST ILLINOIS LAKE FOREST, IL 60045	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	5,000.
CAROLINA BALLET 914 PULASKI STREET COLUMBIA, SC 29201	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	75,000.
CAROLINA FRIENDS SCHOOL 4809 FRIENDS SCHOOL ROAD DURHAM, NC 27705	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	102,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,805,245.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,362.	
4 Dividends and interest from securities			14	502,041.	
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		1,836,160.
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.		503,403.	1,836,160.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,339,563.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

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

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
		N/A	

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
N/A		

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

Signature of officer or trustee [signature] Date 3/15/2017 Title PRESIDENT, GENERAL FUND

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
FRED M. BRODY	[signature]	3/8/17		P01045120

Firm's name ▶ MORRISON & MORRISON, LTD. Firm's EIN ▶ 36-3143186

Firm's address ▶ 19 SOUTH LASALLE ST., SUITE 1100 CHICAGO, IL 60603 Phone no. 312-346-2141

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.)
1a	5,422 SHS ACADIA HEALTHCARE (PAB FUND)	D	VARIOUS	10/19/16
b	15,771 SHS ACADIA HEALTHCARE (WGB FUND)	D	VARIOUS	10/31/16
c	510 SHS ACADIA HEALTHCARE (WGB FUND)	D	VARIOUS	10/31/16
d	GS MEZZANINE PARTNERS (PAB FUND)	P	12/13/06	08/30/16
e	GS MEZZANINE PARTNERS (WGB FUND)	P	12/13/06	08/30/16
f	10,000 SHS NORTHERN TRUST (WGB FUND)	D	VARIOUS	12/21/16
g	BROOKSIDE CAYMAN LIMITED (PAB FUND)	P	10/02/06	12/31/16
h	BROOKSIDE CAYMAN LIMITED (WGB FUND)	P	10/02/06	12/31/16
i				
j				
k				
l				
m				
n				
o				

	(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	221,269.		3,984.	217,285.
b	566,015.		7,968.	558,047.
c	18,304.			18,304.
d	52,829.			52,829.
e	56,097.			56,097.
f	895,776.		95,368.	800,408.
g	64,597.			64,597.
h	68,593.			68,593.
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				217,285.
b				558,047.
c				18,304.
d				52,829.
e				56,097.
f				800,408.
g				64,597.
h				68,593.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	1,836,160.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

623591
04-01-16

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHRIST MEMORIAL CHAPEL 52 S. BEACH ROAD HOBE SOUND, FL 33455	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	5,000.
CHURCH OF ST. MARY 201 E. ILLINOIS ROAD LAKE FOREST, IL 60045	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	1,000.
CHURCH OF THE HOLY SPIRIT 400 EAST WESTMINSTER ROAD LAKE FOREST, IL 60045	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	5,000.
CRISIS CONTROL MINISTRY 200 E. 10TH STREET WINSTON-SALEM, NC 27101	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	25,000.
EVERYTOWN FOR GUN SAFETY PO BOX 3886 NEW YORK, NY 10163	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	15,000.
FOSTER CARE SUPPORT FOUNDATION 3334 TRAILS END ROAD NE ROSWELL, GA 30076	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	20,000.
FOUR PAWS 6 BEACON ST.#1110 BOSTON, MA 02108	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	10,000.
FULTON COUNTY CASA 23441 N. CHIPPEWA DRIVE CUBA, IL 61427	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	20,000.
HOBE SOUND COMMUNITY CHEST 11450 S.E. DIXIE HIGHWAY, SUITE 204 HOBE SOUND, FL 33455	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	15,000.
JUPITER ISLAND MEDICAL CLINIC, INC. 100 ESTRADA SQUARE HOBE SOUND, FL 33455	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	5,000.
Total from continuation sheets				2,403,775.

623631
04-01-16

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAKE FOREST COLLEGE 555 N. SHERIDAN ROAD LAKE FOREST, IL 60045	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	315,000.
LAKE FOREST COUNTRY DAY SCHOOL 145 S. GREEN BAY ROAD LAKE FOREST, IL 60045	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	15,000.
LEAGUE OF AMERICAN ORCHESTRAS 33 WEST 60TH STREET NEW YORK, NY 10023	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	75,000.
NARAL - PRO CHOICE AMERICAN 1156 15TH STREET NW, SUITE 700 WASHINGTON, DC 20005	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	10,000.
NATURE CONSERVANCY OF NORTH CAROLINA 334 BLACKWELL STREET DURHAM, NC 27701	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	10,000.
PALM BEACH OPERA 1800 SOUTH AUSTRALIAN AVENUE, SUITE 301 WEST PALM BEACH, FL 33409	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	250,000.
PAWS4EVER 6311 NICKS ROAD # D MEBANE, NC 27302	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	10,000.
PIEDMONT LAND CONSERVANCY PO BOX 4025 GREENSBORO, NC 27404	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	25,000.
PIEDMONT OPERA 235 NORTH CHERRY STREET, SUITE 100 WINSTON SALEM, NC 27101	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	25,000.
PLOUGHSHARES FUND FORT MASON CENTER, BLDG. B, SUITE 330 SAN FRANCISCO, CA 94123	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	10,000.
Total from continuation sheets				

623631
04-01-16

WILEMAL FUND
C/O BRIAR HALL LLC 36-6098849

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RAGDALE FOUNDATION 1260 N. GREEN BAY ROAD LAKE FOREST, IL 60045	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	10,000.
RIVERRUN INTERNATIONAL FILM FESTIVAL 305 W. 4TH STREET, SUITE 1A WINSTON-SALEM, NC 27101	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	10,000.
SAWTOOTH SCHOOL FOR VISUAL ART 251 N. SPRUCE STREET WINSTON-SALEM, NC 27101	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	25,000.
SUMMIT SCHOOL 2100 REYNOLDA ROAD WINSTON-SALEM, NC 27104	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	10,000.
THE CONSERVATION FUND 1655 N. FORT MYER DRIVE, SUITE 1300 ARLINGTON, VA 222092156	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	45,000.
TRIANGLE LAND CONSERVANCY 514 S. DUKE ST. DURHAM, NC 27701	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	20,000.
UNC SCHOOL OF THE ARTS 1533 SOUTH MAIN ST. WINSTON-SALEM, NC 27127	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	75,000.
UNCSA FOUNDATION 1533 S. MAIN STREET WINSTON-SALEM, NC 27127	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	357,775.
UNITED WAY OF FORSYTH COUNTY 240 ELM STREET CUMMING, GA 30040	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	25,000.
UNITED WORLD COLLEGE 5193 SHORE DRIVE, SUITE 105 VIRGINIA BEACH, VA 23455	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	25,000.
Total from continuation sheets				

623631
04-01-16

WILEMAL FUND
C/O BRIAR HALL LLC 36-6098849

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UWC USA - FOR UWC WATERFORD PO BOX 248 MONTEZUMA, NM 87731	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	25,000.
WASHINGTON INTERNATIONAL SCHOOL 1690 36TH STREET NW WASHINGTON, DC 20007	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	800,000.
WFMT 5400 N. ST. LOUIS AVENUE CHICAGO, IL 60625	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	100,000.
YALE UNIVERSITY 246 CHURCH STREET NEW HAVEN, CT 06520	NONE	PUBLIC	FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	10,000.
Total from continuation sheets				

623631
04-01-16

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .

OMB No 1545-0047

2016

Name of the organization
WILEMAL FUND
C/O BRIAR HALL LLC

Employer identification number
36-6098849

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
WILEMAL FUND C/O BRIAR HALL LLC	36-6098849

Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MALCOLM M. BROWN 1110 ARBOR ROAD WINSTON SALEM, NC 27104	$ 951,231.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	WILLIAM G. BROWN 1275 NORTH GREEN BAY ROAD LAKE FOREST, IL 60045	$ 1,596,267.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
3	SOLANGE S.P. BROWN 2325 TRACY PLACE NW WASHINGTON, DC 20008	$ 19,969.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
WILEMAL FUND C/O BRIAR HALL LLC	36-6098849

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	5,422 SHARES ACADIA HEALTHCARE COMPANY, INC.	$ 240,791.	10/18/16
1	8,000 SHARES NORTHERN TRUST CORP.	$ 710,440.	12/13/16
2	15,771 SHARES ACADIA HEALTHCARE COMPANY, INC.	$ 699,917.	10/13/16
2	10,000 SHARES NORTHERN TRUST CORPORATION	$ 896,350.	12/21/16
3	510 SHARES ACADIA HEALTHCARE COMPANY, INC.	$ 19,969.	10/21/16
		$	

Name of organization	Employer identification number
WILEMAL FUND C/O BRIAR HALL LLC	36-6098849

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

(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

(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

WILEMAL FUND
EIN. 36-6098849
2016 FORM 990-PF

SCHEDULE ATTACHED TO PART VIII

1. List of officers, directors, trustees, foundation managers and their compensation:

THE GENERAL FUND DIVISION

(a) Name and Address	(b) Title, and ave. hrs per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense Acct., other allowances
William Gardner Brown 1275 North Green Bay Road Lake Forest, IL 60045	President/ Secretary Director 0 hrs/week	0	0	0
Malcolm McDougal Brown 1110 Arbor Road Winston-Salem, NC 27106	Vice-President/ Treasurer Director 0 hrs/week	0	0	0
Solange Pezon Brown 1275 North Green Bay Road Lake Forest, IL 60045	Director 0 hrs/week	0	0	0

SCHEDULE ATTACHED TO PART VIII

1 List of officers, directors, trustees, foundation managers and their compensation:

THE WGB FUND DIVISION

(a) Name and Address	(b) Title, and ave. hrs per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense Acct., other allowances
William Gardner Brown 1275 North Green Bay Road Lake Forest, IL 60045	President/ Secretary Director 0 hrs/week	0	0	0
Solange Pezon Brown 1275 North Green Bay Road Lake Forest, IL 60045	Treasurer/ Vice President Director 0 hrs/week	0	0	0
Solange Stephanie Pezon Brown 1275 North Green Bay Road Lake Forest, IL 60045	Director 0 hrs/week	0	0	0

WILEMAL FUND
EIN: 36-6098849
2016 FORM 990-PF

SCHEDULE ATTACHED TO PART VIII

1. List of officers, directors, trustees, foundation managers and their compensation:

THE PAB FUND DIVISION

(a) Name and Address	(b) Title, and ave hrs. per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense Acct., other allowances
Patricia A. Brown 1110 Arbor Road Winston-Salem, NC 27106	President/ Secretary Director 0 hrs/week	0	0	0
Kenton Randolph Brown 1110 Arbor Road Winston-Salem, NC 27106	Co-Treasurer/ Vice President Director 0 hrs/week	0	0	0
Preston Gardner Brown 1110 Arbor Road Winston-Salem, NC 27106	Co-Treasurer/ Vice President Director 0 hrs/week	0	0	0

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GENERAL FUND DIVISION (SEE ATTACHED COMPILATION REPORT)	3.	3.	
PAB FUND DIVISION (SEE ATTACHED)	700.	700.	
WGB FUND DIVISION (SEE ATTACHED)	659.	659.	
TOTAL TO PART I, LINE 3	1,362.	1,362.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GENERAL FUND DIVISION (SEE ATTACHED	73,444.	0.	73,444.	73,444.	
PAB FUND DIVISION (SEE ATTACHED COMPILATION	185,707.	0.	185,707.	185,707.	
WGB FUND DIVISION (SEE ATTACHED COMPILATION	242,890.	0.	242,890.	242,890.	
TO PART I, LINE 4	502,041.	0.	502,041.	502,041.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

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 TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES (GENERAL FUND DIVISION)	25.	0.		25.
FEDERAL TAXES (GENERAL FUND DIVISION)	7,305.	7,305.		0.
TO FORM 990-PF, PG 1, LN 18	7,330.	7,305.		25.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES (GENERAL FUND DIVISION)	35.	35.		0.
MANAGEMENT FEES (WGB FUND DIVISION)	334.	334.		0.
MANAGEMENT FEES (PAB FUND DIVISION)	315.	315.		0.
TO FORM 990-PF, PG 1, LN 23	684.	684.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
EXCESS OF FMV OF STOCK RECEIVED OVER COST BASIS	2,553,356.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,553,356.

FORM 990-PF — CORPORATE STOCK — STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ILLINOIS TOOL WORKS (PAB FUND)	248,750.	2,449,200.
ILLINOIS TOOL WORKS (WGB FUND)	223,895.	2,449,200.
NORTHERN TRUST CO. (GENERAL FUND)	140,700.	2,668,650.
NORTHERN TRUST CO. (PAB FUND)	689,732.	9,216,675.
NORTHERN TRUST CO. (WGB FUND)	610,703.	11,977,225.
NUCOR CORP. (GENERAL FUND)	280,162.	1,176,591.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,193,942.	29,937,541.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BROOKSIDE CAYMAN, LIMITED (PAB FUND)	COST	0.	203,141.
BROOKSIDE CAYMAN, LIMITED (WGB FUND)	COST	0.	215,707.
GS MEZZANINE 2006 OFFSHORE FUND (PAB FUND)	COST	0.	14,794.
GS MEZZANINE 2006 OFFSHORE FUND (WGB FUND)	COST	0.	15,710.
LITTLEJOHN OPPORTUNITIES OFFSHORE FUND, LTD. (PAB FUND)	COST	2,425,000.	2,879,268.
LITTLEJOHN OPPORTUNITIES OFFSHORE FUND, LTD. (WGB FUND)	COST	2,575,000.	3,057,368.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,000,000.	6,385,988.

WILEMAL FUND
FEIN: 36-6098849
2016 FORM 990-PF
PART II, LINE 10b, INVESTMENTS - CORPORATE STOCK

Security	End of Year Book Value	End of Year Fair Market Value	Fund
Northern Trust Co.	140,700	2,668,650	General
Nucor Corp.	280,162	1,176,591	General
Fund total - General	**420,862**	**3,845,241**	
Illinois Tool Works	248,750	2,449,200	PAB
Northern Trust Corporation	689,732	9,216,675	PAB
Brookside Cayman, Limited	0	203,141	PAB
GS Mezzanine 2006 Offshore Fund	0	14,794	PAB
Littlejohn Opportunities Offshore Fund, Ltd.	2,425,000	2,879,268	PAB
Fund total - PAB	**3,363,482**	**14,763,078**	
Illinois Tool Works	223,895	2,449,200	WGB
Northern Trust Corporation	610,703	11,977,225	WGB
Brookside Cayman, Limited	0	215,707	WGB
GS Mezzanine 2006 Offshore Fund	0	15,710	WGB
Littlejohn Opportunities Offshore Fund, Ltd.	2,575,000	3,057,368	WGB
Fund total - WGB	**3,409,598**	**17,715,210**	
Total	**7,193,942**	**36,323,529**	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
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, PART VIII		0.	0.	0.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 10

NAME OF MANAGER

WILLIAM GARDNER BROWN
MALCOLM MCDOUGAL BROWN

WILEMAL FUND

FINANCIAL STATEMENTS
AND
ACCOUNTANTS' COMPILATION REPORT

DECEMBER 31, 2016

MORRISON & MORRISON, LTD.
Certified Public Accountants & Consultants

ACCOUNTANT'S COMPILATION REPORT

To the Board of Trustees
Wilemal Fund

Management is responsible for the accompanying financial statements of WILEMAL FUND (a private foundation), which comprise the statement of assets, liabilities and fund balances - income tax basis as of December 31, 2016, and the related statement of revenues, expenses and changes in fund balances - income tax basis for the year then ended in accordance with the income tax basis of accounting, and for determining that the income tax basis of accounting is an acceptable reporting framework. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

The financial statements are prepared in accordance with the income tax basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

The Foundation's management has elected to omit substantially all disclosures ordinarily included financial statements prepared in accordance with the income tax basis of accounting. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Foundation's assets, liabilities, fund balances, revenues, and expenses. Accordingly, the financial statements are not designed for those who are not informed about such matters.

Morrison & Morrison, Ltd.

March 2, 2017

19 South LaSalle Street, Suite 1100, Chicago, IL 60603
Phone: 312-346-2141 • Fax: 312-346-2183 • e-mail cpa@morrmorr.com • Website www.morrmorr.com

WILEMAL FUND

STATEMENT OF ASSETS, LIABILITIES AND FUND BALANCES - INCOME TAX BASIS
DECEMBER 31, 2016

See Accountants' Compilation Report

ASSETS

	General Fund Division	WGB Fund Division	PAB Fund Division	Total
Cash and cash equivalents	$ 149,156	$ 806,405	$ 125,641	$ 1,081,202
Inter-Division loans	520,682	-	-	520,682
Investments, at cost				
Marketable equity securities (quoted market of $29,937,541)	420,862	834,598	938,482	2,193,942
Limited partnership interests (fair market value of $6,385,988)	-	2,575,000	2,425,000	5,000,000
	$ 1,090,700	$ 4,216,003	$ 3,489,123	$ 8,795,826

LIABILITIES AND FUND BALANCES

	General Fund Division	WGB Fund Division	PAB Fund Division	Total
Inter-Division loans	$ -	$ 259,959	$ 260,723	$ 520,682
Fund balances	1,090,700	3,956,044	3,228,400	8,275,144
	$ 1,090,700	$ 4,216,003	$ 3,489,123	$ 8,795,826

WILEMAL FUND

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND BALANCES - INCOME TAX BASIS
YEAR ENDED DECEMBER 31, 2016

See Accountants' Compilation Report

	General Fund Division	WGB Fund Division	PAB Fund Division	Total
Revenues				
Contributions	$ -	$ 1,616,236	$ 951,231	$ 2,567,467
Interest	3	700	659	1,362
Dividends	73,444	242,890	185,707	502,041
Capital gains	-	1,501,450	334,710	1,836,160
Total revenues	73,447	3,361,276	1,472,307	4,907,030
Expenses				
Professional fees	-	8,000	8,000	16,000
Bank charges	35	-	-	35
Management fees	-	334	315	649
State tax	25	-	-	25
Federal income tax	7,305	-	-	7,305
Total expenses	7,365	8,334	8,315	24,014
Excess of revenues over expenses before charitable disbursement	66,082	3,352,942	1,463,992	4,883,016
Charitable disbursement				
Gift payment made	-	(1,755,470)	(1,049,775)	(2,805,245)
Excess of FMV of gift payments made over cost basis	-	(1,607,069)	(946,287)	(2,553,356)
Net increase (decrease) in fund balances	66,082	(9,597)	(532,070)	(475,585)
Fund balances, beginning of year	1,024,618	3,965,641	3,760,470	8,750,729
Fund balances, end of year	$ 1,090,700	$ 3,956,044	$ 3,228,400	$ 8,275,144