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Form 990-PF

Department of the Treasury

Internal Revenue Service

DLN: 93491315002018

2017

OMB No 1545-0052

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 instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For	caler	ndar year 2017, or tax year beginning 01-01-20	017 , ar	nd ending 12-31-	2017					
		indation ELS FUND LTD		A Employer ide	entification numbe	r				
		W COLBURN		94-3059858						
Num	ber and	Is street (or P O box number if mail is not delivered to street address KIE BLVD SUITE 555) Room/suite	B Telephone nu	B Telephone number (see instructions)					
<i>J</i> .	JJ JKOI	ALL BLVD SOITE 333		(847) 480-4690						
		, state or province, country, and ZIP or foreign postal code OK, IL 600622845		C If exemption	application is pendin	g, check here				
G CH	eck all	I that apply Initial return Initial return of a	former public charity	D 1. Foreign ord	ganizations, check he	ere \Box				
		Final return Amended return			ganizations meeting	▶ ⊔				
		Address change Name change		test, chec	here and attach cor	mputation 🕨 📙				
H Ch	eck ty	pe of organization Section 501(c)(3) exempt private	foundation		indation status was t n 507(b)(1)(A), chec					
	Section	4947(a)(1) nonexempt charitable trust	le private foundation		(-)(-)(-),					
		et value of all assets at end J Accounting method	☐ Cash ☑ Accru		tion is in a 60-month					
		rom Part II, col (c), \$ 142,279,279	t be on cash basis)	under section	n 507(b)(1)(B), chec	k here				
Pa	rt I	Analysis of Revenue and Expenses (The total	T			(d) Disbursements				
		of amounts in columns (b), (c), and (d) may not necessarily	(a) Revenue and expenses per	(b) Net investment income	(c) Adjusted net income	for charitable purposes				
		equal the amounts in column (a) (see instructions))	books	medine	meenie	(cash basis only)				
	1	Contributions, gifts, grants, etc , received (attach schedule)	26,204,000							
	2	Check ► ☐ if the foundation is not required to attach								
	3	Sch B Interest on savings and temporary cash investments	139,323	139,323						
ne e	4	Dividends and interest from securities	1,552,288	1,502,991						
	5a	Gross rents								
	ь	Net rental income or (loss)	-							
	6a	Net gain or (loss) from sale of assets not on line 10	2,952,917							
Reverue	b	Gross sales price for all assets on line 6a								
Re.	7	Capital gain net income (from Part IV, line 2)	3	1,857,056						
_	8	Net short-term capital gain		, .						
	9	Income modifications								
	10a	Gross sales less returns and allowances								
	b	Less Cost of goods sold								
	С	Gross profit or (loss) (attach schedule)								
	11	Other income (attach schedule)	328,657	951,129						
	12	Total. Add lines 1 through 11	31,177,185	4,450,499						
	13	Compensation of officers, directors, trustees, etc	C							
	14	Other employee salaries and wages								
ses	15	Pension plans, employee benefits								
ē	16a	Legal fees (attach schedule)	95-1 49.050	14 695	0	20.270				
Expenses	b	Accounting fees (attach schedule)	48,950 793,875			29,370				
	C 17	Interest	35,044							
Operating and Administrative	17 18	Taxes (attach schedule) (see instructions)	160,964							
JI St	19	Depreciation (attach schedule) and depletion	100,504	113,730						
Ē	20	Occupancy								
Ad	21	Travel, conferences, and meetings								
pue	22	Printing and publications								
) bi	23	Other expenses (attach schedule)	1,122,845	919,111		25				
atıı	24	Total operating and administrative expenses.								
ber		Add lines 13 through 23	2,161,678	1,876,171	0	29,395				
0	25	Contributions, gifts, grants paid	7,492,500			7,492,500				
	26	Total expenses and disbursements. Add lines 24 and 25	9,654,178	1,876,171	0	7,521,895				
	27	Subtract line 26 from line 12								
	а	Excess of revenue over expenses and disbursements	21,523,007							
	b	Net investment income (if negative, enter -0-)		2,574,328						
	С	Adjusted net income(if negative, enter -0-)								
For	Danor	work Reduction Act Notice see instructions	1	Cat No. 11390V	F	m 000-DE (2017)				

Part II	Balance Sheets Attached schedules and amounts in the description column		Jillillig of year	Eliu 0	ı yeai
	should be for end-of-year amounts only (See instructions	, , , ,	a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		11,376,539	14,592,381	14,580,697
3	Accounts receivable ►				
	Less allowance for doubtful accounts ▶				
4	Pledges receivable -				
	Less allowance for doubtful accounts >				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other				
	disqualified persons (attach schedule) (see instructions)	.			
7	Other notes and loans receivable (attach schedule)				
	Less allowance for doubtful accounts ▶				
<u>ه</u> ا	Inventories for sale or use				
5 9	Prepaid expenses and deferred charges				
€ 10a	Investments—U S and state government obligations (attach schedule)			
Ь	Investments—corporate stock (attach schedule)		10,567,637	10,168,787	16,237,687
С	Investments—corporate bonds (attach schedule)		19,167,532	21,837,312	21,528,380
11	Investments—land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶	_			
12	Investments—mortgage loans				
13	Investments—other (attach schedule)		52,884,471	68,876,624	89,907,709
14	Land, buildings, and equipment basis >				
	Less accumulated depreciation (attach schedule) ▶	_			
15	Other assets (describe ▶)	% J	24,806	24,806	24,806
16	Total assets (to be completed by all filers—see the				
	instructions Also, see page 1, item I)		94,020,985	115,499,910	142,279,279
17	Accounts payable and accrued expenses				
18	Grants payable				
↑ 19	Deferred revenue				

	12	Investments—mortgage loans						
	13	Investments—other (attach schedule)		52,884,471	% J	68,876,624		89,907,709
	14	Land, buildings, and equipment basis ▶						
		Less accumulated depreciation (attach schedule) ▶						
	15	Other assets (describe ▶)	% j	24,806	% J	24,806	*	24,806
	16	Total assets (to be completed by all filers—see the						
		instructions Also, see page 1, item I)		94,020,985		115,499,910		142,279,279
	17	Accounts payable and accrued expenses						
	18	Grants payable						
Liabilities	19	Deferred revenue						
<u> </u>	20	Loans from officers, directors, trustees, and other disqualified persons						
ıat	21	Mortgages and other notes payable (attach schedule)						
	22	Other liabilities (describe)						
	23	Total liabilities(add lines 17 through 22)		0		0		
nces	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.						

	16	Total assets (to be completed by all filers—see the			
		ınstructions Also, see page 1, item I)	94,020,985	115,499,910	142,279,279
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Liabilities	19	Deferred revenue			
Ħ	20	Loans from officers, directors, trustees, and other disqualified persons			
ıat	21	Mortgages and other notes payable (attach schedule)			
-	22	Other liabilities (describe ▶)			
	23	Total liabilities(add lines 17 through 22)	0	0	
ses		Foundations that follow SFAS 117, check here ▶ □ and complete lines 24 through 26 and lines 30 and 31.			
Balance	24	Unrestricted			
3a1	25	Temporarily restricted			
	26	Permanently restricted			
or Fund		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
ets	27	Capital stock, trust principal, or current funds			
Assets	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	94,020,985	115,499,910	
Net	30	Total net assets or fund balances (see instructions)	94,020,985	115,499,910	
	31	Total liabilities and net assets/fund balances (see instructions) .	94,020,985	115,499,910	
Pa	rt III	Analysis of Changes in Net Assets or Fund Balances			
1		al net assets or fund balances at beginning of year—Part II, column (a), line 3 ear figure reported on prior year's return)		1 4 1	94.020.985

ĭ	20	remailently restricted						
o	20	Foundations that do not follow SFAS 117, check here ▶ ✓ and complete lines 27 through 31.						
ets	27 28 29 30	Capital stock, trust principal, or current funds						
1551	28	Paid-in or capital surplus, or land, bldg , and equipment fund						
tΑ	29	Retained earnings, accumulated income, endowment, or other funds	94,020,985		11	5,499,910		
Š	30	Total net assets or fund balances (see instructions)	94,020,985		11	5,499,910		
	31	Total liabilities and net assets/fund balances (see instructions) .	94,020,985		11	5,499,910		
Pa	rt III	Analysis of Changes in Net Assets or Fund Balances						_
1		l net assets or fund balances at beginning of year—Part II, column (a), line ear figure reported on prior year's return)			1		94,020,985	
2	Ente	r amount from Part I, line 27a		. [2		21,523,007	
3	Othe	er increases not included in line 2 (itemize) 🕨		L	3		976	
4	٨٨٨	lines 1, 2, and 3			4		115,544,968	
	Ente	r amount from Part I, line 27a						21,523,007

5

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

5

6

45,058

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Page **3**

List and describe 2-story brick war	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)				
1a See Addıtıonal Data Tabl							
b							
С							
d							
e							
(e) Gross sales price	(f) Depreciation allowed (or allowable)	Cost or	(g) other basis ense of sale	Gain o	(h) Gain or (loss) (e) plus (f) minus (g)		
a See Additional Data Tabl	e						
b							
С							
d							
e							
Complete only for assets	s showing gain in column (h) and ow	ned by the foundation	on 12/31/69	(1)		
(i) F M V as of 12/31/69	(i)				h) gain minus less than -0-) or om col (h))		
a See Additional Data Tabl			7				
b							
С							
d							
e							
2 Capital gain net income	e or (net capital loss)	If gain, also enter in P If (loss), enter -0- in I	· · · · · · · · · · · · · · · · · · ·	2	1,857,056		
2 Not short torm capital	-	1,037,030					
·	gain or (loss) as defined in sections : irt I, line 8, column (c) (see instructi)- }	3			
Part V Qualification	Under Section 4940(e) for Re	duced Tay on Not	Tayoctmont In	como			
(For optional use by domestic p	private foundations subject to the sec	ction 4940(a) tax on ne	et investment incon	ne)			
If section 4940(d)(2) applies, li Was the foundation liable for th	eave this part blank ne section 4942 tax on the distributa	ble amount of any vear	r in the base period	? 🔲 Y	es 🗸 No		
	ot qualify under section 4940(e) Do						
1 Enter the appropriate ar	nount ın each column for each year,	see instructions before	e making any entrie	s			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitab	ole-use assets	(d) Distribution rat (col (b) divided by c			
2016	8,390,090		110,366,487		0 07602		
2015	9,536,879		116,492,164		0 081867		
2014	7,013,872		114,702,442		0 061148		
2013	6,043,645		92,498,623		0 065338		
2012	5,842,480		85,446,598		0 068376		
2 Total of line 1, column (•				0 352749		
number of years the four	o for the 5-year base period—divide ndation has been in existence if less oncharitable-use assets for 2017 fron	than 5 years	<u>3</u>		0 07055		
	4		135,179,168				
5 Multiply line 4 by line 3	5		9,536,890				
6 Enter 1% of net investm	6		25,743				
7 Add lines 5 and 6	7		9,562,633				
8 Enter qualifying distribut	8	10/ 1-	7,521,895				
If line 8 is equal to or gri instructions	eater than line 7, check the box in Pa	art VI, line 1b, and com	npiete that part usii	nga 1% tax rate Se	e the Part VI		

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?.

7b

D \/TTT	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees,								
Part VIII	and Contractors								

1 List all officers, directors, truste	es, f	oundation managers an	d their compensation	(see instructions).	
(a) Name and address		Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DAVID T BRADFORD		etary/director	0	0	0
555 SKOKIE BLVD SUITE 555	10				
NORTHBROOK, IL 600622845					
ANDREA K MAYES 555 SKOKIE BLVD SUITE 555	1 0	stant Treasurer	0	C	0
NORTHBROOK, IL 600622845					
BETSY P COLBURN		president/director	0	C	0
555 SKOKIE BLVD SUITE 555	1 0				
NORTHBROOK, IL 600622845	proc	/transurar/duractor	0		
Keith W Colburn 555 SKOKIE BLVD SUITE 555	1 0	/treasurer/director	0	C	0
NORTHBROOK, IL 600622845					
2 Compensation of five highest-pa	id eı	nployees (other than th	ose included on line 1	—see instructions). If no	ne, enter "NONE."
(a) Name and address of each employee p more than \$50,000	aıd	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred (d) compensation	Expense account, (e) other allowances
Total number of other employees paid ov 3 Five highest-paid independent of (a) Name and address of each perso	ontra	actors for professional s	ervices (see instruction		E". (c) Compensation
Total number of others receiving over \$5	0,000) for professional services.			
Part IX-A Summary of Direct	Chai	ritable Activities			
List the foundation's four largest direct charitable				ation such as the number of	Expenses
organizations and other beneficiaries served, cor	iferen	ces convened, research papers	produced, etc		
_					
2					
3					_
4					
-					
Part IX-B Summary of Progra	m-R	elated Investments (see instructions)		
Describe the two largest program-related inv				and 2	Amount
1 NONE	CSCITIC	into made by the roundation de	aring the tax year on inies I t	and 2	Amount
2					
All address man are resident.	<u> </u>				
All other program-related investments	See	instructions			
3					
Total. Add lines 1 through 3 .	•				
					Form QQ0-DE (2017)

2 a	Tax on investment income for 2017 from Part VI, line 5	2a		51,487		
ь	Income tax for 2017 (This does not include the tax from Part VI). $$.	2b				
С	Add lines 2a and 2b		 		2c	51,487
3	Distributable amount before adjustments Subtract line 2c from line 1		 		з	6,707,471
4	Recoveries of amounts treated as qualifying distributions		 		4	
5	Add lines 3 and 4				5	6,707,471
6	Deduction from distributable amount (see instructions)		 	 _	6	

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for

1a

1b

2

3a 3h

4

5

7,521,895

7,521,895

7,521,895

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Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes

Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,

Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

Adjusted qualifying distributions. Subtract line 5 from line 4.

Amounts set aside for specific charitable projects that satisfy the

the section 4940(e) reduction of tax in those years

Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.

Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

1

2

3

4

5

6,707,471

6,707,471

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2017

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	ì	0	ŀ		П	1	X	П	ŧ	1		Ι		ī	

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			_

(20	017)	
	Undistributed Income (see instruc	tions)
		(a)

17)	
Undistributed Income (see instru	ıctıoı

b Total for prior years

1 Distributable amount for 2017 from Part XI, line 7 2 Undistributed income, if any, as of the end of 2017

a From 2012.

b From 2013. c From 2014. . .

d From 2015.

e From 2016.

f Total of lines 3a through e.

d Applied to 2017 distributable amount. . . . e Remaining amount distributed out of corpus

same amount must be shown in column (a))

5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the

a Corpus Add lines 3f, 4c, and 4e Subtract line 5

applied on line 5 or line 7 (see instructions) . . .

Subtract lines 7 and 8 from line 6a

9 Excess distributions carryover to 2018.

10 Analysis of line 9

a Excess from 2013. . .

c Excess from 2015. . . .

d Excess from 2016. . .

e Excess from 2017. . .

b Excess from 2014. .

6 Enter the net total of each column as

b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. d Subtract line 6c from line 6b Taxable amount e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions f Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not

indicated below:

4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 7,521,895 a Applied to 2016, but not more than line 2a **b** Applied to undistributed income of prior years (Election required—see instructions). c Treated as distributions out of corpus (Election

- a Enter amount for 2016 only.
 - 2015 , 2014 , 2013
 - Excess distributions carryover, if any, to 2017

1.785.130 1,535,232

1.352.222

3.801.477 2,960,298

1.535.232 1,352,222

3.801.477

2.960.298

814.424

11.434.359

814.424

12,248,783

1.785.130

10,463,653

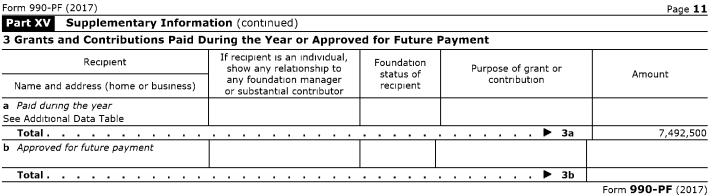
Corpus

(b)

Years prior to 2016

(c)

2016



ar arase	amounts unless otherwise indicated	Unrelated bu	siness income	Excluded by section	n 512, 513, or 514	(e)
	service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions
_	service revenue	Business code	Amount	Exclusion code	Amount	
						
g Fees a	nd contracts from government agencies					
Interes	ship dues and assessments			14	139,323	
Dividend	nents			14	1,552,288	
	nanced property					
Not de	bt-financed property					
	vestment income					
invento Net inco	me or (loss) from special events	525990	14,552	18	2,938,365	
Gross pi Other re	rofit or (loss) from sales of inventory evenue					
a <u>OTHER</u>	INVESTMENT INCOME	525990	-727,773	14	1,056,430	
е						
	Add columns (b) (d) and (a)		-713,221		5,686,406	
Subtota	Add columns (b), (d), and (e).		713,221			
Total. A	.dd line 12, columns (b), (d), and (e)	ations)		1	3	
Total. A (See wo	dd line 12, columns (b), (d), and (e) ksheet in line 13 instructions to verify calcul Relationship of Activities to th	ations) e Accomplish	ment of Exem	ot Purposes	3	4,973,185
Total. A	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185
Total. A (See wor Irt XVI ne No.	dd line 12, columns (b), (d), and (e)	ations) e Accomplish ncome is reporte	ment of Exempled in column (e) of	1 ot Purposes Part XVI-A contribu	3	4,973,185

orm 990-PF (<u> </u>						Pa	ge 13
Part XVII	Information Re Exempt Organia		fers To and Transact	ions and Relatio	onships With Noncha	ritable		
			any of the following with a izations) or in section 527			1	Yes	No
			arıtable exempt organizatı					
(1) Cash.						1a(1)		No
` '	rassets					1a(2)		No
b Other tran								l
. ,			inization			1b(1)		No
			npt organization			1b(2) 1b(3)	+	No No
	al of facilities, equipmer bursement arrangemen	•				1b(4)		No
	s or loan guarantees.					1b(5)		No
` .	-		raising solicitations			1b(6)		No
c Sharing of	f facilities, equipment, n	nailing lists, other	assets, or paid employees			1c		No
of the goo	ds, other assets, or ser	vices given by the ngement, show in	e the following schedule C reporting foundation If the column (d) the value of the aritable exempt organization	ne foundation receiv he goods, other ass	ed less than fair market v	alue	ıngemen	nts
(-,	(-,	(-)		(1)				
2a Is the four	ndation directly or indire	ctly affiliated with	, or related to, one or mo	re tav-evemnt organ	uzations			
	·	·	section $501(c)(3)$) or in s			□Yes	✓	No
	omplete the following so	•	302(0)(3)) 0: 1113					
	(a) Name of organization		(b) Type of organization	ation	(c) Description of rel	ationship		
of m whic		, it is true, correct	ve examined this return, i , and complete Declaration					
Sign Here	****		2018-11-09	*****	ret	y the IRS d urn h the prepa		
	Signature of officer or t	rustee	Date	Title	bel (se	ow e ınstr)? [✓ Yes	□ _{No}
Paid	Print/Type preparer's Michelle L Weber	name Prep	arer's Signature	Date	Check if self- employed ▶ ☐	P0055	6798	
Preparer Use Only		t Thornton LLP			Firm's	s EIN ▶		
,	Firm's address ▶ 10	0 E Wisconsin Ave	<u> </u>					

Milwaukee, WI 53202

Phone no (414) 289-8200

	Investment I	ncome - Colum	115 a - u		
	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)		
		Р			
		Р			
D C CAPITAL					
		Р			
		Р			
		Р			
		Р			
		Р			
		Р			
s and Losses for Tax on	Investment I	ncome - Colum	ns e - h		
Depreciation allowed (f) (or allowable)			Gain or (loss) (h) (e) plus (f) minus (g)		
		4,675,607	-70,736		
			-22,589		
			53,77		
			364,451		
			1,139,515		
			323,20		
				313,369	
				-222,283	
				-7	
				-49,782	
s and Losses for Tax on	Investment I	ncome - Colum	ns i - I		
aın ın column (h) and owned b	y the foundation	on 12/31/69	Gains (Col	(h) gain minus	
Adjusted basis (j) as of 12/31/69				rom col (h))	
				-70,736	
	is and Losses for Tax on Depreciation allowed (f) (or allowable) Is and Losses for Tax on ain in column (h) and owned be Adjusted basis	Depreciation allowed (f) (or allowable) (g) plus ex (g)	Procommon stock, 200 shs MLC Co) How acquired P—Purchase D—Donation P P P P P P P P P P P P P	Per common stock, 200 shs MLC Co) How acquired P—Purchase D—Donation P P P P P P P P P P P P P	

Form 990PF Part IV - Capital	Gains and Losses for Tax on	Investment I	ncome - Colum	ns a - d	
	List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)				(d) Date sold (mo , day, yr)
LYME #2	LYME #2				
PROCYON PARTNERS	PROCYON PARTNERS				
ROUNDTABLE #3			Р		
ROUNDTABLE #4			Р		
ROUNDTABLE #5			Р		
TINICUM #1			Р		
TINICUM #2			Р		
TINICUM #4			Р		
VN CAPITAL #2			Р		
OEP #1			Р		
Form 990PF Part IV - Capital	Gains and Losses for Tax on	Investment I	ncome - Colum	ns e - h	
(e) Gross sales price	Depreciation allowed (f) (or allowable)		r other basis pense of sale	Gain or (loss) (h) (e) plus (f) minus (g)	
				290	
					72,289
					-140
					15,286
					170,685
				-22,867	
					-599,909
					154
					33,652
					6,207
Form 990PF Part IV - Capital	Gains and Losses for Tax on	Investment I	ncome - Colum	ns i - I	
Complete only for assets show	ving gain in column (h) and owned b	y the foundation	on 12/31/69	Gains (Col	(h) gain minus
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69		ss of col(ı) ol(յ), ıf any	col (k), but not less than -0-) or (I) Losses (from col (h))	

Form 990PF Part IV - Capital	Gains and Losses for Tax on	Investment I	ncome - Colum	ns a - d			
	List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)				(d) Date sold (mo , day, yr)		
OEP #2			Р				
GOLDMAN SACHS - A	GOLDMAN SACHS - A						
GOLDMAN SACHS - B			Р				
GOLDMAN SACHS - C			Р				
GOLDMAN SACHS - D			Р				
GOLDMAN SACHS - E			Р				
WHITEHALL			Р				
Form 990PF Part IV - Capital	Gains and Losses for Tax on	Investment I	ncome - Colum	ns e - h			
(e) Gross sales price	Depreciation allowed (f) (or allowable)		r other basis pense of sale	Gain or (loss) (h) (e) plus (f) minus (g)			
				14			
				6,2			
				14,4			
				9,15			
				-3,1			
				-5			
					26,836		
Form 990PF Part IV - Capital	Gains and Losses for Tax on	Investment I	ncome - Colum	ns i - I			
Complete only for assets show	ving gain in column (h) and owned b	by the foundation	on 12/31/69		(h) gaın mınus		
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69		ss of col (ı) ol (յ), ıf any	col (k), but not less than -0-) oi (I) Losses (from col (h))			

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Foundation Purpose of grant or Amount show any relationship to contribution status of any foundation manager recipient Name and address (home or business) or substantial contributor a Daid during the year

a Faid during the year				
A Better Chicago 222 Merchandise Mart Plaza Suite 1212 Chicago, IL 60654	NONE	PC	Annual Support	667,500
American Federation for Children	NONE	PC	Annual Support	100,000

American Federation for Children Growth Fund 1660 L Street NW Suite 1000 Washington, DC 20036	NONE	PC	Annual Support	100,000
Beginning with Children Foundation	NONE	PC	Annual Support	100,000

Suite 1000 Washington, DC 20036				
Beginning with Children Foundation 217 Havemeyer Street	NONE	PC	Annual Support	

Washington, De 20000				i
Beginning with Children Foundation 217 Havemeyer Street	NONE	PC	Annual Support	100,00
2nd Fl				
Brooklyn, NY 11211				i

217 Havemeyer Street 2nd Fl Brooklyn, NY 11211		

За

217 Havemeyer Street 2nd Fl Brooklyn, NY 11211		
Total	 	7,492,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Recipient Foundation Purpose of grant or If recipient is an individual, Amount show any relationship to status of contribution any foundation manager recipient Name and address (home or business) or substantial contributor a Paid during the year Cato Institute NONE PC Annual Support 250,000 1000 Massachusetts Ave NW

Washington, DC 20000				
Challenged Athletes Foundation 2148 Jimmy Durante Blvd Ste B Del Mar, CA 92014	NONE	PC	Endowment	1,000,000
Chicago Shakespeare Theatre 800 East Grand Avenue Chicago II 60611	NONE	PC	Annual Support	50,000

За

7,492,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Foundation Purpose of grant or Amount show any relationship to contribution status of any foundation manager recipient Name and address (home or business) or substantial contributor

a Paid during the year				
Cristo Rey Jesuit High School 1852 W 22nd St Chicago, IL 60608	NONE	PC	Scholarship Fund	

Chicago, IL 60608				
Fidelity Charitable Gift Fund 200 Seaport Boulevard Mail Zone NCW Boston, MA 02210	NONE	PC	Annual Support	

Fidelity Charitable Gift Fund 200 Seaport Boulevard Mail Zone NCW Boston, MA 02210	NONE	PC	Annual Support	500,000
Holy Family School790 Frontage Road	NONE	PC	Annual Support	250.000

Boston, MA 02210				
Holy Family School790 Frontage Road Northfield IL 60093	NONE	PC	Annual Support	

D03t011, 14A 02210				
Holy Family School790 Frontage Road Northfield, IL 60093	NONE	PC	Annual Support	250

ly Family School790 Frontage Road rthfield, IL 60093	NONE	PC	Annual Support	

lorthfield, IL 60093	NONE	PC	Annual Support	250,000
Total				7,492,500

100,000

North Held, 1E 00055		
Total	 	7,492,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Recipient Foundation Purpose of grant or If recipient is an individual, Amount show any relationship to status of contribution any foundation manager recipient Name and address (home or business) or substantial contributor a Paid during the year Icahn School of Medicine at Mount Sinai NONE PC Annual Support 50,000 1 Gustave L Levy Place New York, NY 100295674

Institute for Justice901 N Glebe Road Suite 900 Arlington, VA 22203	NONE	PC	Annual Support	1,000,000
Learn Charter School Network 3021 W Carroll Ave Chicago II, 60612	NONE	PC	Annual Support	100,000

7,492,500

Total.

3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Foundation Purpose of grant or Recipient If recipient is an individual, Amount show any relationship to status of contribution any foundation manager recipient Name and address (home or business) or substantial contributor a Paid during the year Lyric Opera of Chicago NONE PC. Annual Support 50,000 20 North Wacker Drive Suite 860 Chicago, IL 60606 Northlight Theatre9501 Skokie Blvd NONE PC. Annual Support 50,000 Skokie, IL 60077 Rails to Trails Conservancy NONE PC Annual Support 150,000 2121 Ward Court NW

5th Floor

Washington, DC 20037

7,492,500

За

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Foundation Purpose of grant or Amount show any relationship to status of contribution any foundation manager recipient Name and address (home or business) or substantial contributor a Paid during the year Rehabilitation Institute of Chicago NONE PC Annual Support 50,000 355 East Erie Street Chicago, IL 60611

Steppenwolf Theatre Co 758 West North Ave 4th Floor Chicago, IL 60610	NONE	PC	Annual Support	40,000
The NYC Eastern Caribbean Relief Fund 12 Maple Tree Court Suite 203	NONE	PC	Annual Support	100,000

7,492,500

Chicago, IL 60610				
The NYC Eastern Caribbean Relief Fund 12 Maple Tree Court Suite 203 Greenville, SC 29615	NONE	PC	Annual Support	100,00

Total . За

Recipient If recipient is an individual, Foundation Purpose of grant or Amount contribution show any relationship to status of any foundation manager recipient Name and address (home or business) or substantial contributor

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

a Paid during the year				
Trinity High School7574 Division Street River Forest, IL 60305	NONE	PC	Annual Support	250,000
Wellesley College17 N State Street	NONE	PC	Annual Support	100,000

Suite 300 Chicago, IL 60602	NONE		Allinda Support	
World Bicycle Relief	NONE	PC	Annual Support	

3a

Cilicago, IL 60602				
World Bicycle Relief 1000 West Fulton Market Chicago, IL 60607	NONE	PC	Annual Support	2,450

World Bicycle Relief 1000 West Fulton Market Chicago, IL 60607	NONE	PC	Annual Support	2,450,
Total				7,492,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Foundation Purpose of grant or Amount contribution show any relationship to status of any foundation manager recipient Name and address (home or business)

Hame and address (nome or business)	or substantial contributor			
a Paid during the year				
Writer's Theatre378 Park Ave Ste 1A Glencoe, IL 60022	NONE	PC	Annual Support	85,000

Total. 7,492,500 3а

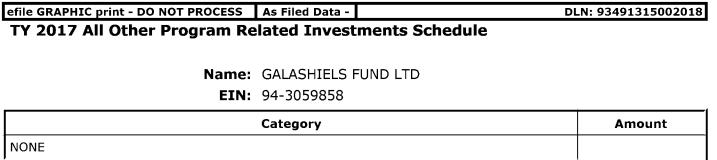
efile GRAPHIC print - DO NOT F		As Filed Data - Jule		D	LN: 93491315002018
Name: GALASHIELS FUND LTD EIN: 94-3059858					
Accounting Fees Schedule					
Category	Amou		Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes

14,685

29,370

48,950

GRANT THORNTON LLP



efile GRAPHIC print - DO NOT PROCESS | As Filed Data -DLN: 93491315002018 Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing. TY 2017 Depreciation Schedule

Name: GALASHIELS FUND LTD EIN: 94-3059858

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491315002018

TY 2017 Investments Corporate Bonds Schedule

Name: GALASHIELS FUND LTD

EIN: 94-3059858		
Investments Corporate Bonds Schedule		
Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS HIGH QUALITY	3,000,000	2,991,438
GOLDMAN SACHS STRATEGIC	3,619,720	3,261,434
GENERIC ELECTRIC CAPITAL	406,124	402,645
AUTONATION, INC.	299,940	282,340
DOLLAR GENERAL CORPORATION	198,560	200,676
PFIZER INC.	474,653	474,435
EDWARDS LIFESCIENCES CORP	255,638	253,205
WESTPAC BANKING CORPORATION	350,000	352,611
SUMITOMO MITSUI BANKING	300,000	303,584
KINDER MORGAN ENERGY	298,069	303,903
FORD MOTOR CREDIT	326,986	327,046
AMERICAN EXPRESS CREDIT	327,161	326,533
CITIBANK	499,590	501,841
TOTAL CAPITAL INTERNATIONAL	200,000	200,797
LEGG MASON, INC.	301,309	304,596
TYCO ELECTRONICS GROUP	349,906	353,123
UNITED TECHNOLOGIES CORP	274,720	272,454
ACTAVIS FUNDING SCS	528,767	534,494
AT&T INC.	190,979	187,658
ABBVIE INC	296,625	301,903

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DISCOVER BANK	254,070	253,549
CELGENE CORPORATION	124,774	127,523
HSBC BANK USA	277,908	268,684
FIDELITY NATIONAL INFORMATION	499,345	517,561
MARRIOTT INTERNATIONAL, INC.	78,740	77,093
JPMORGAN CHASE	300,000	308,058
ANHEUSER-BUSCH INBEV FIN FRN	350,167	362,665
SUNTRUST BANKS	380,411	382,761
VERIZON COMMUNICATIONS INC.	258,587	260,160
AMGEN INC.	421,728	418,545
ACTIVISION BLIZZARD, INC.	297,468	298,096
BURLINGTON NORTHERN	410,352	417,351
ABBOTT LABORATORIES	274,513	278,849
ROPER TECHNOLOGIES INC.	427,566	426,277
AT&T INC.	174,867	178,755
ROCKWELL COLLINS INC.	301,908	302,896
APPLE INC.	374,333	373,577
BAT INTL FINANCE PLC	259,003	256,112
MITSUBISHI UFJ	425,000	425,896
CELGENE CORPORATION	282,026	286,946

Investments Corporate Bonds Schedule

Name of Bond

AGILENT TECHNOLOGIES, INC.

CVS CAREMARK CORPORATION

BANK OF AMERICA

JPMORGAN CHASE

WASTE MANAGEMENT INC.

DELL INTERNATIONAL LLC

AMERICA MOVIL SAB

ZOETIS INC.

MPLX LP

I
ſ

End of Year Book

Value

351,593

351,642

250,000

550,000

363,811

312,750

225,000

294,399

327,534

139,070

End of Year Fair

Market Value

355,775

345,580

256,459

555,616

360,126

314,957

228,476

295,097

324,919

133,305

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491315002018
TY 2017 Investments Corporat	e Stock Schedule	
Name: (GALASHIELS FUND LTD	

2,268,732

2,013,085

EIN: 94-3059858			
Name of Stock	End of Year Book Value	End of Year Fair Market Value	
ASML HOLDINGS	4,260,003	7,982,684	
MFO TWEEDY	3,895,699	5,986,271	

JP MOGRAN

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491315002018			
TY 2017 Investments - Other Schedule					

Name: GALASHIELS FUND LTD

	G (E (C) III E C (C) I E	
ETNI.	04 2050050	

EIN: 94-3	0039838		
investments Other Schedule 2			
Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN PARTNERSHIPS		65,168,435	73,727,619
LORD ABBETT SD INCOME		542,848	526,260
GOLDMAN SACHS INTERESTS		1,593,645	2,497,139
PEM HOLDING		1,571,696	13,156,691

Name: GALASHIELS FUND LTD

Description

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BRUNO SURDO MURAL

	EIN: 94-3059858
Other Assets Schedule	

	 ٠,	5055050	•	
Other Assets Schedule				

DLN: 93491315002018

Beginning of Year -

Book Value

24,806

Value

End of Year - Book

24,806

Market Value



24,806

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491315002018
TY 2017 Other Decreases Scho	edule	
Name:	GALASHIELS FUND LTD	
EIN:	94-3059858	
De	escription	Amount
TIMING DIFFERENCE		45,058

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -		DLN	N: 93491315002018	
TY 2017 Other Expenses Schedule					
Name:	GALASHIELS FU	IND LTD			
EIN:	94-3059858				
Other Expenses Schedule					
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
CHARITABLE CONTRIBUTION - LP	1,918	604			
NONDEDUCTIBLE EXPENSE - LP	97,274				
OTHER DEDUCTIONS - LP	992,836	887,715			

30,792

25

30,792

25

MISC EXP - ALT INVESTMENTS

STATE FILING FEES

efile GRAPHIC pri	nt - DO NOT PROCESS	As Filed Data -	וט	.N: 93491315002018

TY 2017 Other Income Schedule

Name: GALASHIELS FUND LTD

EIN: 94-3059858

Other Income Schedule			
Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY INCOME - LIMITED PARTNERSHIPS	-138,298	173,693	
SEC 1231 LOSS - LIMITED PARTNERSHIPS	-2,455	-2,714	
OTHER INCOME - LIMITED PARTNERSHIPS	18,776	58,380	
OTHER INCOME - ALTERNATIVE INVESTMENTS	722,056	722,056	
NET RENTS - LIMITED PARTNERSHIP	-271 422	-286	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 9349131500	2018
TY 2017 Other Increases Sche	edule		
Name:	GALASHIELS FUND LTD		
EIN:	94-3059858		
De	escription	Amount	
OTHER INCREASE			976

efile GRAPHIC print - DO NOT PROCE	SS As Filed Data	-	DLI	N: 93491315002018		
TY 2017 Other Professional Fees Schedule						
Nai	me: GALASHIELS	S FUND LTD				
	IN: 94-3059858	;				
Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes		

- ·		Income	Income	for Charitable Purposes
MNGMT FEES - ALT INVESTMENTS	69,531	69,531		
MNGMT FEES - GOLDMAN SACHS #2	50,461	50,461		
MNGMT FEES - JP MORGAN	6,873	6,873		

22,198

644,812

22,198

644,812

INVST FEES - NORTHERN TRUST #1

MANAGEMENT FEES - LP

efile GRAPHIC print - DO NOT PROCESS	As Filed Data	-	DL	N: 93491315002018					
TY 2017 Taxes Schedule									
Name: GALASHIELS FUND LTD									
EIN	: 94-3059858								
Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes					
FOREIGN TAXES - LP	100,231	100,223							
FOREIGN TAXES - ASML	11,946	11,946							
FOREIGN TAXES - JP MOGRAN	1,287	1,287							
FEDERAL EXTENSION PAYMENT	47,500								

efile GRAPHIC print - D	O NOT PROCESS	As Filed Data -				DLN: 93491315002018	
Schedule B		Schedu	ule of Contributo	ors		OMB No 1545-0047	
(Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	► Information a	► Attach to Form 990, 990-EZ, or 990-PF ► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990				2017	
Name of the organizati GALASHIELS FUND LTD	on				Employer id	dentification number	
Organization type (che	ck one)				94-3059858		
J	•						
Filers of:	Section:						
Form 990 or 990-EZ	☐ 501(c)() (enter number) c	organization				
	☐ 4947(a)(²	4947(a)(1) nonexempt charitable trust not treated as a private foundation					
	☐ 527 politi	☐ 527 political organization					
Form 990-PF	✓ 501(c)(3)	exempt private fo	undation				
	☐ 4947(a)(²	4947(a)(1) nonexempt charitable trust treated as a private foundation					
	☐ 501(c)(3)	501(c)(3) taxable private foundation					
			PF that received, during omplete Parts I and II S				
Special Rules							
under sections 5 received from ar	09(a)(1) and 170(b)	(1)(A)(vi), that che uring the year, tota	g Form 990 or 990-EZ th cked Schedule A (Form al contributions of the gro plete Parts I and II	990 or 990-EZ), P	art II, line 13,	, 16a, or 16b, and that	
during the year,	total contributions of	f more than \$1,000	or (10) filing Form 990 of the control of the contr	s, charitable, scien			
during the year, If this box is che purpose Don't c	contributions <i>exclus</i> cked, enter here the omplete any of the p	eively for religious, total contributions parts unless the G o	or (10) filing Form 990 of charitable, etc., purpose is that were received duri eneral Rule applies to the or more during the year	s, but no such cor ng the year for an nis organization be	ntributions tota exclusively re ecause it recei	aled more than \$1,000 eligious, charitable, etc , ived <i>nonexclusively</i>	
990-EZ, or 990-PF), but	ıt must answer "No	on Part IV, line 2	lle and/or the Special Ru , of its Form 990, or che it it doesn't meet the filing	ck the box on line	H of its		
For Paperwork Reduction A for Form 990, 990-EZ, or 99		ructions	Cat No 30613X	Sched	ule B (Form 990	0, 990-EZ, or 990-PF) (2017)	

Name of organization **Employer identification number** GALASHIELS FUND LTD 94-3059858 Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed (d) (a) (b) No. **Total contributions** Type of contribution Name, address, and ZIP + 4 Person CONSOLIDATED ELECTRICAL DIST **Payroll** 1920 WESTRIDGE DR \$ 25,204,000 Noncash IRVING, TX 75038 (Complete Part II for noncash contributions) (a) (b) (c) (d) No. Name, address, and ZIP + 4 Total contributions Type of contribution Person Keith W Colburn Payroll 555 Skokie Blvd Ste 555 \$ 1,000,000 Noncash Northbrook, IL60062 (Complete Part II for noncash contributions) (d) (b) (c) (a) No. Name, address, and ZIP + 4 **Total contributions** Type of contribution Person **Payroll** Noncash (Complete Part II for noncash contributions) (a) (b) (c) (d) No. **Total contributions** Type of contribution Name, address, and ZIP + 4 Person Payroll Noncash (Complete Part II for noncash contributions) (a) (b) (c) (d) **Total contributions** No. Name, address, and ZIP + 4 Type of contribution Person Payroll Noncash (Complete Part II for noncash contributions) (a) (c) (d) (b) No. **Total contributions** Type of contribution Name, address, and ZIP + 4 Person **Payroll** \$ Noncash (Complete Part II for noncash contributions)

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)