29491167022128

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

1863

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning 4/1/2017 , and ending 3/31/2018

Name of foundation: Helen V Brach Foundation		A Employer identification number: 23-7376427
Number and street (or P O box number if mail is not delivered to street address): 104 S Michigan Ave	Room/suite: 1310	B Telephone number (see instructions): (312) 372-4417
City or town, state or province, country, and ZIP or foreign postal code: Chicago IL 60603		
Foreign country name / Foreign province/state/county / Foreign postal code		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: ☒ 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) ▶ $ 129,611,725

J Accounting method: ☒ 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) (see instructions).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	2,629,173	2,629,173		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	8,156,676			
	b	Gross sales price for all assets on line 6a 29,867,437				
	7	Capital gain net income (from Part IV, line 2)		8,156,676		
	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) (attach schedule)				
	11	Other income (attach schedule)	4,073			
	12	**Total.** Add lines 1 through 11	10,789,922	10,785,849	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	563,500	140,875		422,625
	14	Other employee salaries and wages	128,500			128,500
	15	Pension plans, employee benefits	225,783	45,957		179,826
	16a	Legal fees (attach schedule)	31,625	31,205		420
	b	Accounting fees (attach schedule)	46,450	26,700		19,750
	c	Other professional fees (attach schedule)	330,273	312,346		17,927
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	215,015			15
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	102,717			102,717
	21	Travel, conferences, and meetings	5,952			5,952
	22	Printing and publications	6,443			6,443
	23	Other expenses (attach schedule)	71,283	5,244		66,039
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,727,541	562,327	0	950,214
	25	Contributions, gifts, grants paid	4,747,450			4,747,450
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,474,991	562,327	0	5,697,664
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	4,314,931			
	b	**Net investment income** (if negative, enter -0-)		10,223,522		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED JUL 0 5 2018 OGDEN, UT

SCANNED JUL 2 5 2018

G31 13

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,286,396	6,788,957	6,788,957
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less. allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)	9,214,893	9,507,171	10,037,758
	b	Investments—corporate stock (attach schedule)	59,726,772	61,201,979	84,953,751
	c	Investments—corporate bonds (attach schedule)	25,065,496	28,110,379	27,801,789
	11	Investments—land, buildings, and equipment. basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Security deposit, office space)	29,470	29,470	29,470
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	101,323,027	105,637,956	129,611,725
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted	101,323,027	105,637,956	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	101,323,027	105,637,956	
	31	**Total liabilities and net assets/fund balances** (see instructions)	101,323,027	105,637,956	

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	101,323,027
2	Enter amount from Part I, line 27a	2	4,314,931
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	105,637,958
5	Decreases not included in line 2 (itemize) ▶ Rounding adjustment for fractions of cents	5	2
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	105,637,956

Part IV Capital Gains and Losses for Tax on Investment Income

	a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See attached schedule	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a	29,867,437		21,710,761	8,156,676
b				
c				
d				
e				

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				8,156,676
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 8,156,676

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) See instructions. If (loss), enter -0- in Part I, line 8 **3** 0

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	6,518,117	115,956,187	0 056212
2015	7,444,698	115,539,933	0 064434
2014	7,662,589	120,127,295	0 063787
2013	6,826,566	114,688,595	0 059523
2012	7,040,244	107,017,950	0 065786

2	**Total** of line 1, column (d)	2	0 309742
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 061948
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	125,989,475
5	Multiply line 4 by line 3	5	7,804,796
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	102,235
7	Add lines 5 and 6	7	7,907,031
8	Enter qualifying distributions from Part XII, line 4	8	5,697,664

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ **(attach copy of letter if necessary—see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	204,470
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	204,470
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	204,470
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a 261,099		
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	261,099
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	56,629
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 56,629 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the 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 ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
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?	4b	N/A	
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 2017 or the tax year beginning in 2017? See the 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 ▶ John P Hagnell Telephone no. ▶ (312) 372-4417
Located at ▶ 104 S Michigan Ave, Suite 1310 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

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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		1b	N/A	
	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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)		3b	N/A	
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 2017?		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		**5b**	N/A
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	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? If "Yes" to 6b, file Form 8870.		**6b**	X (No)
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	.00	0		
	00	0		
	00	0		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lynn M Griseta 660 Heather Lane, Bartlet, IL 60103	Administrative assis 40 00	51,000	12,750	
Daniel Simon 5555 N Sheridan Rd STE 1003, Chicago, IL 60640	Administrator 40 00	77,500	19,375	
	00	0		
	00	0		
	00	0		
Total number of other employees paid over $50,000 ▶				

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
The Northern Trust Company 50 S LaSalle St, Chicago, IL 60601	Investment Custody	61,248
Great Lakes Advisors 123 N Wacker Drive, Chicago, IL 60606	Investment Management	158,402
Rickard P Schwartz 940 N Washington St, Hinsdale, IL 60521	Investment Management	80,000
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 None	
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	127,908,096
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	127,908,096
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	127,908,096
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	1,918,621
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	125,989,475
6	**Minimum investment return.** Enter 5% of line 5	6	6,299,474

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	6,299,474
2a	Tax on investment income for 2017 from Part VI, line 5	2a	204,470		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	204,470
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	6,095,004
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	6,095,004
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	6,095,004

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	5,697,664
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,697,664
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,697,664

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1	Distributable amount for 2017 from Part XI, line 7				6,095,004
2	Undistributed income, if any, as of the end of 2017				
a	Enter amount for 2016 only			0	
b	Total for prior years 20___, 20___, 20___				
3	Excess distributions carryover, if any, to 2017				
a	From 2012 1,773,320				
b	From 2013 1,184,904				
c	From 2014 2,011,606				
d	From 2015 1,837,699				
e	From 2016 860,371				
f	**Total** of lines 3a through e	7,667,900			
4	Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 5,697,664				
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 required—see instructions)				
d	Applied to 2017 distributable amount				5,697,664
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	397,340			397,340
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,270,560			
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				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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)				
8	Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	1,375,980			
9	**Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	5,894,580			
10	Analysis of line 9				
a	Excess from 2013 1,184,904				
b	Excess from 2014 2,011,606				
c	Excess from 2015 1,837,699				
d	Excess from 2016 860,371				
e	Excess from 2017				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

John Hagnell 104 S Michigan Ave, Suite 1310 Chicago, IL 60603 (312) 372-4471

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

Application form, available upon request

c Any submission deadlines

December 31 for consideration in year ending March 31

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

Must be organization exempt under Sect 501(c)(3)

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached schedule Various Various	N/A		Public welfare	4,747,450
Total			▶ 3a	4,747,450
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				2,629,173	
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			14	4,073	
8 Gain or (loss) from sales of assets other than inventory			18	8,156,676	
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		10,789,922	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	10,789,922

(See worksheet in line 13 instructions to verify calculations)

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ R Matthew Simon | 6/12/18 ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Raymond D Better, CPA	Raymond D Better, CPA	6/11/2018		P00505554

Firm's name ▶ Better Tax and Accounting — Firm's EIN ▶ 36-4442557

Firm's address ▶ 5248 Fairmount Avenue, Downers Grove, IL 60515 — Phone no (630) 737-1040

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	29,867,437	21,710,761	8,156,676
Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	See attached schedule		X			P			29,867,437	21,710,761					8,156,676

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		4,073	0	0
1	Class action settlements	4,073	0	

Part I, Line 16a (990-PF) - Legal Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		31,625	31,205	0	420
1	CTLTC	420			420
2	Drinker Biddle and Reath LLP	31,205	31,205		0

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		46,450	26,700	0	19,750
1	Raymond D Better, CPA	26,700	26,700		0
2	Legacy Professionals, LLP	19,750			19,750

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		330,273	312,346	0	17,927
1	Great Lakes Advisors Inc	158,402	158,402		0
2	Rickard P Schwartz	80,000	80,000		0
3	The Northern Trust Co	61,248	61,248		0
4	Waident Technology Solutions	2,700			2,700
5	FIAM LLC	12,696	12,696		0
6	Wildenradt Design Associates	15,227			15,227

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		215,015	0	0	15
1	Excise Tax	215,000			
2	Illinois Annual Report and Form 6166	15			15

Part I, Line 23 (990-PF) - Other Expenses

		71,283	5,244	0	66,039
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Dues and Subscriptions	14,929	0		14,929
2	Insurance	20,972	5,244		15,728
3	Electricity	995	0		995
4	Office Supplies and Equipment	7,522	0		7,522
5	Postage and Delivery	2,736	0		2,736
6	Repairs	110	0		110
7	Telecommunications	8,144	0		8,144
8	Other Expenses	15,697	0		15,697
9	Employee Training	178	0		178

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										563,500	160,558	0
1	Raymond F. Simon		104 S Michigan Ave, Suite 1310	Chicago	IL	60603		Chairman	20 00	50,000	12,500	
2	Raymond F. Simon		104 S. Michigan Ave, Suite 1310	Chicago	IL	60603		Member	4 00	32,000		
3	James J O'Connor		77 W Wacker Drive	Chicago	IL	60601		Director	2 00	16,000		
4	John J Sheridan		1900 Hollister Drive	Libertyville	IL	60048		Director	2 00	16,000		
5	R Matthew Simon		104 S Michigan Ave, Suite 1310	Chicago	IL	60603		President	40 00	230,000	121,183	
6	Charles A Vorhees		2307 Possum Hollow Road	New Philadelphia	OH	44663		Director	2.00	16,000		
7	Cherryl T Thomas		1335 S Prarie, STE 16101720	Chicago	IL	60605		Member	2 00	16,000		
8	R Matthew Simon		104 S Michigan Ave, Suite 1310	Chicago	IL	60603		Member	4 00	32,000		
9	John P Hagnell		2142 Farwell Avenue	Chicago	IL	60645		Associate Director	40 00	107,500	26,875	
10	Mark T. Simon	X	217 Kedzie	Evanston	IL	60202		Member	4.00	32,000		
11	Rev Donald Senior C P		5401 S Cornell Ave	Chicago	IL	60615		Member	2 00	16,000		

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

			Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	
		Federal	0	0	0	0	
		State/Local	9,214,893	9,507,171	9,860,301	10,037,758	

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation
1	See attached schedule		9,214,893	9,507,171	9,860,301	10,037,758	X

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			59,726,772	61,201,979	82,034,443	84,953,751
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	See attached schedule		59,726,772	61,201,979	82,034,443	84,953,751

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
				25,065,496	28,110,379	24,859,255	27,801,789
1	See attached schedule			25,065,496	28,110,379	24,859,255	27,801,789

Part II, Line 15 (990-PF) - Other Assets

		Book Value Beg of Year	Book Value End of Year	FMV End of Year
		29,470	29,470	29,470
	Asset Description			
1	Security deposit, office space	29,470	29,470	29,470

Helen Brach Foundation
EIN, 23-7376427

Form 990-PF
Part II, Line 10a

Shares	Book Value	Market Value	Description
332,095	3,620,534	3,480,352	MFO DOUBLELINE TOTAL RETURN BOND FUND-I
574,204	5,886,637	6,557,407	CF PYRAMIS BROAD MARKET DURATION LLC FUND
	9,507,171	10,037,758	

Shares	Book Value	Market Value	Description
20,840	1,359,874	1,329,800	ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPS
16,050	486,920	961,716	ABBOTT LAB COM
9,950	523,200	941,768	ABBVIE INC COM USD0.01
4,067	93,729	687,323	AETNA INC
806	764,040	831,623	ALPHABET INC CAP STK USD0.001 CL C
13,113	711,452	1,223,181	AMERICAN EXPRESS CO
5,313	256,147	786,005	AMERIPRISE FINL INC COM
7,038	895,063	1,180,836	APPLE INC COM STK
27,055	447,304	811,379	BANK OF AMERICA CORP
5,291	767,468	1,055,449	BERKSHIRE HATHAWAY INC-CL B
3,005	1,002,320	822,829	BIOGEN INC COMMON STOCK
13,004	567,582	653,191	BORG WARNER INC COM
9,130	617,851	1,041,185	CHEVRON CORP COM
9,325	712,894	1,275,380	CHUBB LTD ORD CHF24.15
14,494	890,349	978,345	CITIGROUP INC COM NEW COM NEW
4,781	421,578	297,426	CVS HEALTH CORP COM
12,132	743,851	872,655	DISCOVER FINL SVCS COM STK
12,232	938,536	824,804	DOMINION ENERGY INC COM STK NPV
89,987	1,572,328	1,213,025	GENERAL ELECTRIC CO
26,553	1,420,587	1,138,593	HARLEY DAVIDSON COM USD0.01
1,927	88,842	651,191	LOCKHEED MARTIN CORP COM
5,650	884,845	795,916	MCKESSON CORP
21,227	1,367,042	1,156,235	MERCK & CO INC NEW COM
14,117	692,344	647,829	METLIFE INC COM STK USD0.01
7,817	75,725	326,203	MONDELEZ INTL INC COM
24,700	993,512	909,207	NATIONAL OILWELL VARCO COM STK
8,553	917,919	1,161,326	NORFOLK SOUTHN CORP COM
25,157	1,066,820	1,150,933	ORACLE CORP COM
2,995	131,505	326,904	PEPSICO INC COM
13,438	1,076,717	1,335,737	PHILIP MORRIS INTL COM STK NPV
10,713	843,499	1,109,331	PRUDENTIAL FINL INC COM
11,180	172,446	561,683	PUB SERVICE ENTERPRISE GROUP INC COM
18,432	1,286,924	1,194,025	SCHLUMBERGER LTD COM COM
9,598	305,706	666,389	TARGET CORP COM STK
4,654	783,534	995,956	UNITEDHEALTH GROUP INC COM
289,383	11,236,597	12,755,981	MFO NEW PERSPECTIVE FD INC COM STK OPEN END I
71,661	3,655,343	6,645,160	MFO FIDELITY CONCORD STR TR FIDELITY 500INDEX F
229,238	12,431,770	16,738,972	MFO VANGUARD INDEX TR VANGUARD GROWTH IN
70,225	7,997,814	16,898,261	MFO VANGUARD INSTL INDEX FD SH BEN INT
	61,201,979	84,953,751	

Helen Brach Foundtion
EIN, 23-7376427

Form 990-PF
Part II, Line 10c

Shares	Book Value	Market Value	Description
1,227,821	12,215,314	12,044,925	MFO DOUBLELINE FLEXIBLE INC-I
497,360	5,362,478	5,202,388	MFO METROPOLITAN WEST FDS TOTAL RETURN BD FD CL I
153,695	1,566,522	1,496,986	MFO TCW TOTAL RETURN BD FD CL I SHS
1	-	0	CMO WASHINGTON MUT MTG SECS CORP CTF CL 1-A-2 5.5% DUE 02-25-2021 REG
766,285	8,966,065	9,057,490	MFO METROPOLITAN WEST FDS UNCONSTRAINED BD FD CL I SHS
	28,110,379	27,801,789	

Helen Brach Foundation
23-7376427

990-PF, Part IV
Capital Gains and Losses

Shares	Description	Purchase Date	Sale Date	Proceeds	Cost	Gain(Loss)
1,100	ADR ROYAL DUTCH SHELL PLC SPON	11/30/2017	1/23/2018	77,978	70,409	7,569
8,349	ADR ROYAL DUTCH SHELL PLC SPON	3/5/2015	4/13/2017	437,742	521,242	(83,500)
1,880	3M CO COM	9/18/2002	4/3/2017	358,312	110,494	247,819
1,748	3M CO COM	2/6/2017	4/3/2017	333,154	307,471	25,683
1,400	ABBOTT LAB COM	1/12/2015	1/23/2018	82,843	63,763	19,080
1,252	ABBVIE INC COM USD0.01	11/13/2001	9/21/2017	109,292	32,597	76,695
1,795	ABBVIE INC COM USD0.01	3/5/2015	9/21/2017	156,692	104,892	51,800
306	ABBVIE INC COM USD0.01	12/2/2016	9/21/2017	26,712	18,242	8,470
4,084	ABBVIE INC COM USD0.01	12/2/2016	6/21/2017	290,869	243,470	47,399
600	ABBVIE INC COM USD0.01	11/13/2001	1/23/2018	63,131	15,622	47,509
2,853	ACCENTURE PLC SHS CL A NEW	1/26/2015	9/21/2017	390,610	253,811	136,799
463	ACCENTURE PLC SHS CL A NEW	1/27/2015	9/21/2017	63,390	40,071	23,319
300	AETNA INC	8/19/2004	1/23/2018	56,822	6,914	49,908
1,223	AETNA INC	8/19/2004	7/13/2017	189,007	28,185	160,822
1,127	AETNA INC	12/14/2015	7/13/2017	174,171	119,540	54,631
2,200	ALTRIA GROUP INC COM	12/9/2002	8/4/2017	143,941	20,048	123,893
334	ALTRIA GROUP INC COM	6/3/2003	8/4/2017	21,853	3,209	18,644
1,200	ALTRIA GROUP INC COM	7/29/2003	8/4/2017	78,513	11,004	67,510
832	ALTRIA GROUP INC COM	5/17/2017	8/4/2017	54,436	58,982	(4,546)
200	AMERICAN EXPRESS CO	8/8/2017	1/23/2018	19,562	17,253	2,308
357	AMERIPRISE FINL INC COM	2/18/2016	4/10/2017	46,287	30,122	16,164
50	AMERIPRISE FINL INC COM	2/27/2002	7/19/2017	6,795	1,137	5,658
183	AMERIPRISE FINL INC COM	12/19/2008	7/19/2017	24,871	4,117	20,754
1,350	AMERIPRISE FINL INC COM	2/18/2016	7/19/2017	183,475	113,907	69,568
393	AMERIPRISE FINL INC COM	12/19/2008	8/4/2017	58,043	8,842	49,202
300	AMERIPRISE FINL INC COM	12/19/2008	1/23/2018	53,437	6,749	46,687
234	AMGEN INC COM	5/22/2015	7/19/2017	41,809	38,452	3,356
764	AMGEN INC COM	2/4/2015	9/21/2017	142,938	116,149	26,788
589	AMGEN INC COM	5/22/2015	9/21/2017	110,197	96,788	13,409
615	AMGEN INC COM	5/26/2015	9/21/2017	115,061	98,327	16,734
1,241	AMGEN INC COM	2/4/2015	1/24/2018	236,738	188,667	48,071
1,407	AMGEN INC COM	10/31/2016	1/24/2018	268,405	201,194	67,210
150	AMGEN INC COM	12/20/2016	1/24/2018	28,615	22,044	6,571
100	AMGEN INC COM	1/23/2018	1/24/2018	19,076	19,238	(162)
677	AMGEN INC COM	5/22/2015	4/10/2017	110,613	111,249	(636)
377	APPLE INC COM STK	2/19/2015	8/22/2017	60,146	48,595	11,551
300	APPLE INC COM STK	2/19/2015	8/18/2017	47,590	38,670	8,920
603	APPLE INC COM STK	2/5/2018	2/21/2018	104,345	95,879	8,465
500	APPLE INC COM STK	9/22/2017	1/23/2018	88,611	75,524	13,087
27	APPLE INC COM STK	2/19/2015	4/10/2017	3,870	3,480	390
982	APPLE INC COM STK	3/4/2015	4/10/2017	140,755	126,587	14,168
2,515	BANK OF AMERICA CORP	5/17/2017	7/13/2017	61,322	57,016	4,306
6,846	BANK OF AMERICA CORP	6/7/2017	7/13/2017	166,922	154,915	12,007
4,900	BANK OF AMERICA CORP	6/7/2017	1/23/2018	156,133	110,880	45,254
2,698	BANK OF AMERICA CORP	6/7/2017	2/21/2018	86,040	61,052	24,988
382	BERKSHIRE HATHAWAY INC-CL B	5/22/2015	9/5/2017	67,691	55,460	12,231
788	BERKSHIRE HATHAWAY INC-CL B	4/3/2017	9/5/2017	139,635	131,310	8,325
400	BERKSHIRE HATHAWAY INC-CL B	5/22/2015	1/23/2018	86,254	58,073	28,181
2,200	BORG WARNER INC COM	6/20/2016	1/23/2018	123,083	76,668	46,415
1	BRIGHTHOUSE FINL INC COM	6/15/2015	10/5/2017	60	67	(7)
976	BRIGHTHOUSE FINL INC COM	6/15/2015	8/18/2017	54,248	65,405	(11,157)
1	BRIGHTHOUSE FINL INC COM	6/15/2015	8/7/2017	53	61	(8)
664	CHUBB LTD ORD CHF24.15	12/4/2014	8/4/2017	99,376	77,080	22,296

200	CHUBB LTD ORD CHF24.15	1/10/2018	1/23/2018	30,641	29,116	1,526
867	CIGNA CORPORATION	8/6/2002	6/7/2017	146,005	23,281	122,724
1,500	CIGNA CORPORATION	9/16/2002	6/7/2017	252,604	39,146	213,458
966	CIGNA CORPORATION	12/14/2015	6/7/2017	162,677	135,864	26,813
969	CIGNA CORPORATION	1/13/2016	6/7/2017	163,182	132,492	30,690
500	CIGNA CORPORATION	12/20/2016	6/7/2017	84,201	69,096	15,105
400	CITIGROUP INC COM NEW COM NE\	5/9/2011	1/23/2018	31,409	59,235	(27,826)
2,010	CONOCOPHILLIPS COM	7/29/2002	1/24/2018	121,871	37,316	84,555
2,800	CONOCOPHILLIPS COM	1/17/2003	1/24/2018	169,770	51,442	118,328
1,463	CONOCOPHILLIPS COM	3/3/2016	1/24/2018	88,705	54,670	34,034
1,187	CONOCOPHILLIPS COM	3/3/2016	11/30/2017	60,474	44,357	16,117
4,206	CONOCOPHILLIPS COM	8/30/2016	11/30/2017	214,282	178,205	36,077
9,691	CONOCOPHILLIPS COM	6/21/2017	11/30/2017	493,725	436,049	57,675
900	CONOCOPHILLIPS COM	3/3/2016	1/23/2018	54,457	33,632	20,825
4,790	CVS HEALTH CORP COM	6/15/2015	12/7/2017	338,994	492,403	(153,409)
1,553	CVS HEALTH CORP COM	4/29/2016	12/7/2017	109,908	156,091	(46,183)
1,020	CVS HEALTH CORP COM	5/26/2016	12/7/2017	72,187	99,029	(26,842)
300	CVS HEALTH CORP COM	5/26/2016	1/23/2018	24,125	29,126	(5,001)
1,700	DISCOVER FINL SVCS COM STK	8/8/2017	1/23/2018	133,633	105,747	27,886
5,066	DUKE ENERGY CORP NEW COM NEV	7/3/2012	6/29/2017	426,015	179,875	246,140
934	DUKE ENERGY CORP NEW COM NEV	12/17/2012	6/29/2017	78,543	60,213	18,330
600	DUKE ENERGY CORP NEW COM NEV	3/26/2014	6/29/2017	50,456	42,130	8,326
400	EATON CORP PLC COM USD0.50	8/4/2017	1/23/2018	33,931	29,547	4,383
4,349	EATON CORP PLC COM USD0.50	12/3/2012	2/2/2018	370,600	183,479	187,121
2,184	EATON CORP PLC COM USD0.50	12/3/2012	1/24/2018	184,598	92,140	92,458
4,644	EATON CORP PLC COM USD0.50	8/4/2017	1/24/2018	392,525	343,045	49,480
3,280	EATON CORP PLC COM USD0.50	12/3/2012	4/7/2017	244,735	144,283	100,452
377	EMERSON ELECTRIC CO COM	12/3/2014	1/23/2018	27,562	24,313	3,250
1,423	EMERSON ELECTRIC CO COM	4/3/2017	1/23/2018	104,035	85,106	18,930
1,500	EMERSON ELECTRIC CO COM	12/3/2014	8/18/2017	87,238	96,734	(9,497)
747	EMERSON ELECTRIC CO COM	4/3/2017	1/24/2018	54,200	44,676	9,524
4,637	EMERSON ELECTRIC CO COM	5/3/2017	1/24/2018	336,448	275,535	60,913
5,300	EMERSON ELECTRIC CO COM	5/30/2012	2/2/2018	375,309	250,514	124,795
1,590	EMERSON ELECTRIC CO COM	3/4/2015	2/2/2018	112,593	91,816	20,777
991	EMERSON ELECTRIC CO COM	5/3/2017	2/2/2018	70,176	58,886	11,290
2,314	EMERSON ELECTRIC CO COM	9/5/2017	2/2/2018	163,861	135,937	27,925
100	HARLEY DAVIDSON COM USD0.01	12/20/2016	1/23/2018	5,404	5,998	(594)
2,698	HONEYWELL INTL INC COM STK	9/24/2002	5/17/2017	351,534	60,035	291,499
5,160	INTEL CORP COM	12/3/2014	11/15/2017	234,659	195,254	39,405
5,199	INTEL CORP COM	3/4/2015	11/15/2017	236,433	178,077	58,355
866	INTEL CORP COM	3/4/2015	1/3/2018	39,151	29,662	9,489
6,879	INTEL CORP COM	4/24/2015	1/3/2018	310,994	221,526	89,469
540	JPMORGAN CHASE & CO COM	9/21/2001	8/18/2017	49,198	16,529	32,669
330	JPMORGAN CHASE & CO COM	10/3/2001	8/18/2017	30,066	11,553	18,512
400	JPMORGAN CHASE & CO COM	10/10/2001	8/18/2017	36,443	13,442	23,001
1,670	JPMORGAN CHASE & CO COM	10/26/2001	8/18/2017	152,150	63,380	88,770
600	JPMORGAN CHASE & CO COM	5/16/2002	8/18/2017	54,665	22,300	32,365
160	JPMORGAN CHASE & CO COM	6/30/2003	8/18/2017	14,577	5,408	9,169
2,100	JPMORGAN CHASE & CO COM	11/28/2003	8/18/2017	191,327	74,571	116,756
1,000	JPMORGAN CHASE & CO COM	6/6/2012	8/18/2017	91,108	33,100	58,008
328	LOCKHEED MARTIN CORP COM	6/3/2003	8/4/2017	97,265	15,124	82,141
393	LOCKHEED MARTIN CORP COM	6/3/2003	2/21/2018	141,243	18,121	123,121
200	MCKESSON CORP	10/10/2016	1/23/2018	34,149	33,071	1,078
665	METLIFE INC COM STK USD0.01	6/15/2015	11/15/2017	34,438	32,945	1,493

3,230	METLIFE INC COM STK USD0.01	9/21/2017	11/15/2017	167,268	163,074	4,195
335	MICROSOFT CORP COM	1/13/2015	7/19/2017	24,745	15,578	9,167
2,635	MICROSOFT CORP COM	1/13/2015	5/17/2017	178,615	122,535	56,080
2,081	MICROSOFT CORP COM	1/13/2015	8/4/2017	150,974	96,772	54,202
2,666	MICROSOFT CORP COM	1/13/2015	2/2/2018	245,137	123,976	121,160
1,485	MICROSOFT CORP COM	2/17/2015	2/2/2018	136,545	64,438	72,107
100	MICROSOFT CORP COM	1/13/2015	1/23/2018	9,183	4,650	4,532
5,183	MICROSOFT CORP COM	1/13/2015	11/15/2017	429,979	241,024	188,955
871	MONDELEZ INTL INC COM	8/6/2002	2/5/2018	38,803	9,418	29,385
1,802	MONDELEZ INTL INC COM	9/18/2002	2/5/2018	80,298	19,008	61,289
525	MONDELEZ INTL INC COM	12/20/2016	2/5/2018	23,392	23,261	132
6,058	MONDELEZ INTL INC COM	9/21/2017	2/5/2018	269,925	244,316	25,609
300	MONDELEZ INTL INC COM	12/20/2016	1/23/2018	13,354	13,292	62
535	NATIONAL OILWELL VARCO COM ST	3/10/2015	1/23/2018	20,625	27,193	(6,568)
365	NATIONAL OILWELL VARCO COM ST	3/10/2015	1/23/2018	14,071	18,552	(4,481)
900	NORFOLK SOUTHN CORP COM	4/3/2017	1/23/2018	136,348	102,208	34,139
900	ORACLE CORP COM	4/24/2015	8/18/2017	43,854	38,768	5,086
1,385	ORACLE CORP COM	4/24/2015	4/10/2017	61,098	59,660	1,438
2,163	PARKER-HANNIFIN CORP COM	1/13/2016	4/3/2017	344,899	195,046	149,853
550	PEPSICO INC COM	1/19/2001	2/5/2018	64,360	24,448	39,912
626	PEPSICO INC COM	4/26/2001	2/5/2018	73,253	27,940	45,313
55	PEPSICO INC COM	4/27/2001	2/5/2018	6,436	2,443	3,993
400	PEPSICO INC COM	1/23/2018	2/5/2018	46,807	48,676	(1,869)
1,000	PEPSICO INC COM	1/17/2001	6/7/2017	116,946	45,698	71,249
674	PEPSICO INC COM	4/26/2001	6/7/2017	78,822	30,083	48,739
500	PEPSICO INC COM	1/8/2015	6/7/2017	58,473	48,859	9,614
1,500	PHILIP MORRIS INTL COM STK NPV	9/24/2002	6/7/2017	182,998	33,818	149,181
954	PHILIP MORRIS INTL COM STK NPV	6/3/2003	6/7/2017	116,387	21,059	95,328
50	PHILIP MORRIS INTL COM STK NPV	6/6/2003	6/7/2017	6,100	1,139	4,961
400	PHILIP MORRIS INTL COM STK NPV	6/16/2003	6/7/2017	48,800	8,985	39,815
543	PHILIP MORRIS INTL COM STK NPV	3/4/2015	6/7/2017	66,245	44,571	21,675
731	PHILIP MORRIS INTL COM STK NPV	11/22/2016	6/7/2017	89,181	65,850	23,331
1,136	PHILIP MORRIS INTL COM STK NPV	12/2/2016	6/7/2017	138,591	100,031	38,560
600	PHILLIPS 66 COM	5/26/2016	1/23/2018	64,294	47,786	16,508
2,334	PHILLIPS 66 COM	7/29/2002	2/2/2018	227,188	27,326	199,862
1,400	PHILLIPS 66 COM	1/17/2003	2/2/2018	136,274	16,220	120,053
1,265	PHILLIPS 66 COM	5/26/2016	2/2/2018	123,133	100,750	22,383
2,088	PHILLIPS 66 COM	8/30/2016	2/2/2018	203,243	165,696	37,547
600	PUB SERVICE ENTERPRISE GROUP IN	7/29/2002	1/23/2018	30,480	9,468	21,012
6,550	QUALCOMM INC COM	1/12/2015	4/28/2017	337,436	480,796	(143,360)
695	QUALCOMM INC COM	2/10/2015	4/28/2017	35,804	48,237	(12,433)
750	QUALCOMM INC COM	6/17/2015	4/28/2017	38,638	49,583	(10,945)
1,925	QUALCOMM INC COM	12/20/2016	4/28/2017	99,170	128,368	(29,197)
703	RAYTHEON CO USD0.01	6/15/2011	9/22/2017	130,039	26,363	103,676
297	RAYTHEON CO USD0.01	8/18/2011	9/22/2017	54,938	11,922	43,016
1,000	RAYTHEON CO USD0.01	8/18/2011	8/18/2017	176,937	40,141	136,796
1,000	SCHLUMBERGER LTD COM COM	8/23/2013	1/23/2018	79,196	82,048	(2,851)
333	TARGET CORP COM STK	7/29/2002	1/23/2018	26,047	11,575	14,472
725	TARGET CORP COM STK	12/20/2016	1/23/2018	56,708	56,454	254
2,642	TARGET CORP COM STK	6/16/2017	1/23/2018	206,652	136,695	69,957
69	TARGET CORP COM STK	7/29/2002	1/24/2018	5,299	2,398	2,900
358	UNITEDHEALTH GROUP INC COM	6/7/2017	11/15/2017	75,196	65,555	9,641
400	UNITEDHEALTH GROUP INC COM	6/7/2017	1/23/2018	98,043	73,246	24,797
2,247	WELLS FARGO & CO NEW COM STK	6/29/2009	8/8/2017	118,551	55,071	63,480

3,700	WELLS FARGO & CO NEW COM STK	8/20/2009	8/8/2017	195,211	102,564	92,647
700	WELLS FARGO & CO NEW COM STK	11/18/2009	8/8/2017	36,932	20,104	16,828
2,400	WELLS FARGO & CO NEW COM STK	1/25/2010	8/8/2017	126,623	67,129	59,495
1,500	WELLS FARGO & CO NEW COM STK	5/29/2012	8/8/2017	79,140	48,240	30,900
1,568	WELLS FARGO & CO NEW COM STK	7/22/2016	8/8/2017	82,727	75,707	7,020
123	WELLS FARGO & CO NEW COM STK	3/4/2015	4/24/2017	6,610	6,761	(151)
2,902	WELLS FARGO & CO NEW COM STK	7/22/2016	4/24/2017	155,953	140,116	15,837
5,368	MFO NEW PERSPECTIVE FD INC COM	12/21/2017	1/23/2018	250,000	231,157	18,843
5,905	MFO NEW PERSPECTIVE FD INC COM	12/4/2014	7/14/2017	250,000	233,585	16,415
6,028	MFO NEW PERSPECTIVE FD INC COM	12/4/2014	6/1/2017	250,000	238,485	11,515
3,818	MFO NEW PERSPECTIVE FD INC COM	12/4/2014	11/28/2017	175,000	151,058	23,942
5,613	MFO NEW PERSPECTIVE FD INC COM	12/21/2017	1/5/2018	250,000	241,693	8,307
3,835	MFO NEW PERSPECTIVE FD INC COM	12/4/2014	11/21/2017	175,000	151,721	23,279
5,955	MFO NEW PERSPECTIVE FD INC COM	12/4/2014	7/12/2017	250,000	235,589	14,412
5,985	MFO NEW PERSPECTIVE FD INC COM	12/4/2014	6/19/2017	250,000	236,773	13,227
5,681	MFO NEW PERSPECTIVE FD INC COM	12/4/2014	10/5/2017	250,000	224,722	25,278
3,518	MFO VANGUARD INDEX TR VANGUA	12/4/2014	11/16/2017	250,000	191,036	58,964
2,548	MFO VANGUARD INDEX TR VANGUA	12/4/2014	1/5/2018	190,433	138,335	52,099
797	MFO VANGUARD INDEX TR VANGUA	12/20/2017	1/5/2018	59,567	57,894	1,673
2,445	MFO VANGUARD INDEX TR VANGUA	12/4/2014	11/21/2017	175,000	132,754	42,246
3,219	MFO VANGUARD INDEX TR VANGUA	12/4/2014	3/9/2018	250,000	174,800	75,200
3,002	MFO VANGUARD INDEX TR VANGUA	12/4/2014	7/19/2017	202,235	163,001	39,234
709	MFO VANGUARD INDEX TR VANGUA	6/22/2017	7/19/2017	47,765	46,886	879
3,706	MFO VANGUARD INDEX TR VANGUA	12/4/2014	7/25/2017	250,000	201,230	48,770
2,858	MFO VANGUARD INDEX TR VANGUA	12/4/2014	9/29/2017	195,312	155,187	40,126
800	MFO VANGUARD INDEX TR VANGUA	9/21/2017	9/29/2017	54,688	54,280	408
3,542	MFO VANGUARD INDEX TR VANGUA	12/4/2014	11/3/2017	250,000	192,308	57,692
3,800	MFO VANGUARD INDEX TR VANGUA	12/4/2014	5/25/2017	250,000	206,338	43,662
3,653	MFO VANGUARD INDEX TR VANGUA	12/4/2014	9/11/2017	250,000	198,349	51,651
3,587	MFO VANGUARD INDEX TR VANGUA	12/4/2014	10/20/2017	250,000	194,791	55,209
2,428	MFO VANGUARD INDEX TR VANGUA	12/4/2014	11/28/2017	175,000	131,833	43,167
3,212	MFO VANGUARD INDEX TR VANGUA	12/4/2014	1/23/2018	250,000	174,419	75,581
3,054	MFO VANGUARD INDEX TR VANGUA	12/4/2014	4/25/2017	194,862	165,820	29,042
864	MFO VANGUARD INDEX TR VANGUA	3/23/2017	4/25/2017	55,138	53,557	1,581
267	MFO VANGUARD INSTL INDEX FD SH	6/22/2017	2/15/2018	66,656	59,279	7,377
376	MFO VANGUARD INSTL INDEX FD SH	9/21/2017	2/15/2018	93,791	85,651	8,140
359	MFO VANGUARD INSTL INDEX FD SH	12/22/2017	2/15/2018	89,553	87,735	1,818
601	MFO VANGUARD INSTL INDEX FD SH	12/23/2011	2/26/2018	152,661	69,995	82,666
339	MFO VANGUARD INSTL INDEX FD SH	3/28/2017	2/26/2018	86,160	72,875	13,284
44	MFO VANGUARD INSTL INDEX FD SH	6/22/2017	2/26/2018	11,180	9,765	1,415
23,832	MFO METROPOLITAN WEST FDS TO	9/24/2015	2/6/2018	250,000	258,103	(8,103)
42,594	MFO METROPOLITAN WEST FDS TO	9/24/2015	11/20/2017	453,628	461,294	(7,667)
742	MFO METROPOLITAN WEST FDS TO	3/31/2016	11/20/2017	7,898	8,032	(134)
696	MFO METROPOLITAN WEST FDS TO	4/29/2016	11/20/2017	7,408	7,554	(146)
791	MFO METROPOLITAN WEST FDS TO	5/31/2016	11/20/2017	8,421	8,571	(150)
726	MFO METROPOLITAN WEST FDS TO	6/30/2016	11/20/2017	7,729	7,976	(247)
22,686	MFO METROPOLITAN WEST FDS TO	7/14/2016	11/20/2017	241,606	250,000	(8,394)
826	MFO METROPOLITAN WEST FDS TO	7/29/2016	11/20/2017	8,800	9,131	(331)
22,707	MFO METROPOLITAN WEST FDS TO	8/11/2016	11/20/2017	241,826	250,000	(8,174)
753	MFO METROPOLITAN WEST FDS TO	8/31/2016	11/20/2017	8,019	8,305	(286)
660	MFO METROPOLITAN WEST FDS TO	9/30/2016	11/20/2017	7,031	7,275	(244)
717	MFO METROPOLITAN WEST FDS TO	10/31/2016	11/20/2017	7,634	7,835	(201)
25,720	MFO TCW TOTAL RETURN BD FD CL	10/11/2016	2/9/2018	250,000	266,718	(16,718)
25,667	MFO TCW TOTAL RETURN BD FD CL	10/11/2016	2/5/2018	250,000	266,170	(16,170)

50,100	MFO TCW TOTAL RETURN BD FD CL	10/11/2016	11/20/2017	500,000	519,539	(19,539)
46,860	MFO DOUBLELINE TOTAL RETURN B	9/24/2015	11/20/2017	500,000	513,121	(13,121)
-	MFO NEW PERSPECTIVE FD INC COM	various	12/21/2017	620,363	-	620,363
-	MFO FIDELITY CONCORD STR TR FID	various	12/15/2017	127	-	127
-	MFO FIDELITY CONCORD STR TR FID	various	12/15/2017	1,265	-	1,265
-	MFO FIDELITY CONCORD STR TR FID	various	4/7/2017	934	-	934
-	MFO FIDELITY CONCORD STR TR FID	various	4/7/2017	7,225	-	7,225
-	MFO METROPOLITAN WEST FDS UN	various	12/12/2017	4,833	-	4,833
-	MFO METROPOLITAN WEST FDS UN	various	12/12/2017	11,715	-	11,715
				29,867,437	21,710,761	8,156,676

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	Explanation
										563,500	160,558	0	
1	Raymond F. Simon		104 S. Michigan Ave, Suite 1310	Chicago	IL	60603		Chairman	20 00	50,000	12,500		
2	Raymond F Simon		104 S Michigan Ave, Suite 1310	Chicago	IL	60603		Member	4 00	32,000			
3	James J O'Connor		77 W Wacker Drive	Chicago	IL	60601		Director	2 00	16,000			
4	John J Sheridan		1900 Hollister Drive	Libertyville	IL	60048		Director	2 00	16,000			
5	R Matthew Simon		104 S Michigan Ave, Suite 1310	Chicago	IL	60603		President	40 00	230,000	121,183		
6	Charles A. Vorhees		2307 Possum Hollow Road	New Philadelphia	OH	44663		Director	2 00	16,000			
7	Cherryl T Thomas		1335 S Prairie, STE 16101720	Chicago	IL	60605		Member	2.00	16,000			
8	R Matthew Simon		104 S Michigan Ave, Suite 1310	Chicago	IL	60603		Member	4 00	32,000			
9	John P Hagnell		2142 Farwell Avenue	Chicago	IL	60645		Associate Director	40 00	107,500	26,875		
10	Mark T Simon		217 Kedzie	Evanston	IL	60202		Member	4.00	32,000			
11	Rev Donald Senior C P		5401 S Cornell Ave.	Chicago	IL	60615		Member	2 00	16,000			