

The Delafield Fund

January 17, 2018

Dear Fellow Shareholders:

During the past quarter, the Delafield Fund's net assets increased 0.22% versus increases of 6.64% for the Standard & Poor's 500 Index ("S&P 500") and 3.34% for the Russell 2000 Index ("Russell 2000"), each on a total return basis.* The Fund's net asset value as of December 31, 2017 was \$22.63 per share after a short-term capital gain dividend of \$0.178 per share and a long-term capital gain dividend of \$3.613 per share were paid on December 13, 2017.

For the 2017 calendar year the Fund's net asset value increased 7.21% versus increases of 21.83% for the Standard & Poor's 500 Index and 14.65% for the Russell 2000 Index, each on a total return basis.* At the beginning of the year our commitment to equities was 76.54% and by year end it was 73.90% and our total net assets amounted to \$345,149,353.

The past year was a difficult one for us. Whereas in 2016 we outperformed the various indices to which we are compared, this year we fell short. While disappointing, this is not entirely unexpected since, given our investment approach, we rarely correlate with any market indices and often trail when markets are driven by momentum investing. The strength in the Dow Jones Industrial Average was particularly impressive as was that of the Nasdaq Composite Index, with the two generating total returns of 28.11% and 29.64% in 2017, respectively. Valuations are high by historic standards; take for example the S&P 500 which today trades at 18.5 times consensus estimates, up from 15.4 times a year ago, despite only modestly higher growth expectations now. Whether these valuations will hold, expand or contract is impossible to forecast, so it seems wise to hold large reserves.

Many of our investments are involved either in complex restructuring programs or have made recent acquisitions which they are in the process of digesting. As discussed in our October letter, these transformations proceed on their own schedules, and there are occasional unexpected bumps in the road, such as that which occurred with the departure of Diebold's chief executive officer this past quarter. Over time we believe our patience will be rewarded as most of our holdings generate large free cash flow, trade at attractive valuations and have strong prospects for improved performance.

As of this writing the U.S. economy is reasonably strong, with employment high and wages rising (especially minimum wage, increasing this January in 18 states and 20 cities). Inflation remains remarkably under control as well, though in our opinion, this is due to technological advances, such as Amazon's success, which has led to lower prices in general, not only for the average consumer but also for businesses. If an infrastructure program is enacted by Congress it could put added pressure on an already heated economy. As a result, interest rates would likely rise, though the pace of acceleration should be restrained by extraordinarily low rates in the rest of the world. At its last meeting the Federal Reserve Board, noting the strong economic conditions in the United States, indicated its intention to raise short-term rates as the year progresses. On the flip side, as rates move up savers will regain purchasing power. How the new tax legislation will impact the economy through 2018 and beyond is unknowable. This, together with the chaotic political situation and geo-political uncertainties

* *The performance data quoted above represents past performance. Past performance does not guarantee future results. The investment return and principle value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than the original cost. The current performance may be lower or higher than performance data quoted.*

Please visit our website (www.tocquevillefunds.com/mutual-funds/delafield-fund/performance) to obtain the most recent month-end performance data.

provide additional reasons for our cautious portfolio balance.

One last note on 2017 before proceeding with an update on some specific investments; ordinarily we realize all available losses to offset capital gains realized during the year. However, there were several including Xerium Technologies, Inc., Sequential Brands Group, Inc., and Diebold Nixdorf, Incorporated, where we decided not to sell because we believe they were overly depressed by tax-loss selling. We expect they will rebound sufficiently in early 2018 to more than make up for the foregone losses in 2017.

As is our tradition in our year-end letter, we set forth below the principles of our investment approach to increase your real wealth over time. We think it is logical and has resulted in above average returns for many years and believe it will lead to attractive returns in the years ahead.

1. We search for companies that we believe are selling at prices which seem modest in relation to the company's intrinsic value.
2. We meet with management, visit plants, talk to competitors, consider the makeup of the Board of Directors and make a judgment as to whether we wish to be in business with the management. In other words, we try to understand the business of the companies in which we invest and the individuals who direct the company's future.
3. We search for companies wherein something may change which will alter the company's future for the better. These can be simple matters ranging from a change in management, management's attitudes, shareholder control, business opportunities or the dynamics of a company's cash flow and its use.
4. If we perform our analysis correctly, the value added we bring to you is an earlier and better understanding of the companies in our portfolio than that of other investors. Then, if the companies begin to improve, their earnings should increase and they should be valued at a higher multiple of earnings.
5. We have never worried about the profits we did not make. We worry much more about what we might lose. We believe that stock selection is much more relevant to successful investing than total commitment to equities. In the volatile markets which have developed over the last 15 to 20 years, we have come to believe that the long-term investor's best hedge against volatility is to have cash with which to invest in companies when prices seem unduly depressed.

Included below are short updates on several of our investments.

Horizon Global Corporation ("HZN") recently announced the acquisition of Brink Group, one of the largest tow bar manufacturers in Europe with sales of \$150 million. The purchase price of \$200 million will be debt financed and values the business at nearly 9.5 times EBITDA. Leverage will step up to about 5 times debt/EBITDA with the company's stated goal to reduce it to under 2 times leverage over three years (which we applaud though it seems somewhat aggressive). The Brink deal follows on the heels of the 2016 acquisition of Westfalia, which is also among the leading tow bar suppliers in Europe. HZN plans to combine the two organizations to eliminate duplicate costs and eventually combine the manufacturing footprint. Initial cost synergies are estimated at \$12 to \$14 million per year to be phased in over three years. We believe the combination of these two businesses solidifies their European aftermarket position which will create a stronger more diversified company, resulting in both higher earnings and P/E valuation over time.

Over the past year G-III Apparel Group, Ltd. ("G-III") made progress re-positioning DKNY as a mainstream department store brand, closed some underperforming Wilsons Leather and G.H. Bass retail stores, and benefited from a cold winter snap over the recent 2017 holiday season. While these positive developments benefited the stock, we still expect the Donna Karan acquisition to be dilutive to earnings in fiscal 2019 (ends January 2019) and we remain very concerned about the department store channel of distribution. Department stores in the United States are going through a transformational period. Nearly all chains (Macy's, Neiman Marcus, JC Penney to name a few) are retrenching and closing stores. Amazon and other online retailers aggressively court their customers, offering free and more convenient shipping and return options, which thus far has been hard for department stores to replicate. It is not clear to us if G-III will be able to successfully navigate this transition or not. With the recently signed exclusive arrangement between Macy's and DKNY we believe that sales to Macy's Inc. may represent close to 30% of the wholesale business for G-III next year. Ten years ago we might have viewed this as a positive that demonstrated G-III's strong relationship with the largest fashion retailer in the United States, however, in the current environment the customer concentration with Macy's and other department stores greatly worries us. Therefore, though it had been a very successful investment, we ultimately decided to sell and look for opportunities elsewhere.

Towards the end of the fourth quarter, McDermott International, Inc. ("MDR") announced that it had agreed to an all-stock merger with Chicago Bridge & Iron Company N.V. ("CBI"), whereby MDR would issue 2.47221 shares of MDR common stock for each outstanding share of CBI common. Based on MDR's closing price the day prior to the announcement, the implied enterprise value, exclusive of outstanding CBI letters of credit, equates to roughly \$3.7 billion or 5.7 times CBI's trailing 12-month EBITDA.

CBI is primarily a \$7 billion in revenues energy focused engineering, procurement, construction and installation (“EPCI”) company. CBI’s EPCI business is entirely onshore, is vertically integrated, and serves the downstream LNG, refining, petrochemical and power generating sectors. Its mix of business appears to be highly complementary to MDR’s, which in contrast, is 100% offshore and upstream focused. Both companies operate almost exclusively under fixed price contracts, and, MDR will inherit four EPCI contracts in CBI’s backlog which are, to varying degrees, underperforming. However, the MDR senior management team will remain in place after the close of the transaction, and given their success dealing with similarly troubled contracts at MDR in the past, we believe they are highly capable of managing these four programs to completion. In addition to CBI’s core EPCI operations, MDR will be acquiring what we believe is the jewel of the company, its technology business, which owns and licenses a highly valued proprietary portfolio of patents focused on hydrocarbon processing especially ethylene, but also including gasification of coal into syngas, crude oil refining, and natural gas processing. CBI, which had been struggling with a heavy debt load, had previously launched a monetization process for the technology business, and had publicly announced offers in excess of \$2 billion for the segment.

CBI has already launched a \$100 million cost savings program and MDR management has targeted an incremental \$250 million in combined cost savings that it expects to be fully realized by the end of 2019. Based on our estimates, the combined companies would have generated about \$10 billion in revenues and \$1 billion in adjusted pre-synergy EBITDA in 2017. We calculate pro forma enterprise value, exclusive of letters of credit, of around \$6.1 billion. Assuming the CBI technology business is worth roughly \$2 billion, the implied pro forma valuation for the combined EPCI operations is around 5 times adjusted EBITDA. We believe the transaction is both strategically and financially compelling and have added to our MDR holdings.

As alluded to earlier in this letter, during the quarter, Diebold Nixdorf, Incorporated announced the unexpected and immediate departure of CEO Andy Mattes. We held Mr. Mattes in high regard, but recognize that new leadership may indeed be needed here to reinvigorate topline growth at the company, particularly in the financial self-service hardware side of the business, which has been truly stagnant. Diebold has engaged Heidrick & Struggles to lead the search process for a new CEO, which we understand has already commenced. While revenue growth is important for the longer-term success of Diebold’s business and our investment, the more near-term profit and value drivers remain the same, namely, executing on an expanded \$240 million cost savings program and ramping free cash flow so as to rapidly deleverage the balance sheet. Fortunately, Mr. Matte’s closest lieutenants, CFO Christopher A. Chapman and COO Juergen Wunram have been named interim Co-CEOs. We have come to know Mr. Chapman quite well over the years, and more recently, hosted Mr. Wunram in our offices, and we are confident that they have the ability to navigate Diebold towards complete realization of both near-term initiatives. Mr. Chapman will oversee operations in the Americas. Mr. Wunram, who is based out of Germany, will monitor operations in Europe, the Middle East and Asia, and remains tasked with managing the cost savings plan, which he largely is responsible for having developed. Our Diebold investment has hit several bumps in the road, yet we continue to believe that the shares are undervalued given the still to be realized incremental cost reduction and debt reduction. With about \$75 million of cost savings estimated to have been realized in 2017, we estimate further cost savings and reduced interest expense should, in aggregate, contribute \$180 million in gross pre-tax profits over the next three years, or about \$1.70 per share at current tax levels.

In early December TTM Technologies, Inc. (“TTMI”) announced an agreement to acquire privately held Anaren, Inc. for \$775 million in cash. Anaren, based out of Syracuse, NY, designs and manufactures high-frequency RF microelectronics, components and assemblies. 70% of its sales are to customers in the aerospace and defense sectors, with the remaining 30% of its business in networking and communications. On a trailing 12-month basis through September 30, 2017, Anaren generated revenue and EBITDA of \$219 million and \$53 million, respectively, implying an acquisition multiple of roughly 14.5 times trailing EBITDA. Strategically, the acquisition appears to make sense, with Anaren’s RF technology and engineering capabilities highly additive to TTMI’s manufacturing expertise. The acquisition further diversifies TTMI’s customer mix, modestly reducing its overall exposure to the cyclical consumer cellular phone and computing end markets and increasing its penetration into the faster growing and higher valued aerospace and defense sectors. From a financial perspective, the deal should be immediately accretive to operating profits and margins as well as to adjusted earnings per share, with Anaren’s operating margin of around 20.5% substantially above TTMI’s current consolidated operating margin of about 9%. Management believes that they can generate net cost savings of \$15 million within two years of closing the transaction, and we suspect some level of conservatism may be built into that target. TTMI’s balance sheet will become somewhat more stretched following the acquisition. However, we continue to project in excess of \$200 million in annual free cash flow generation beginning in 2018, which should enable the Company to rapidly bring net debt levels back to a very acceptable two times EBITDA.

We exited our position in Real Industry, Inc. (“RELY”). Our investment premise was based upon widening scrap spreads and its significant beneficial impact on the company. While industrywide spreads did improve, i.e., scrap input costs were falling

as supply of scrap increased and sales prices of alloys were rising in line with higher aluminum prices, the company was unable to participate as suppliers reduced their relationships with the company given concerns about its weak financial condition.

We are aware that many shareholders have not been receiving our quarterly letter since it is not distributed to those who are not direct shareholders of the Fund. Accordingly, anyone who wishes to be on our mailing list should either call Cleo Kotis (212-698-0750) or write to us and we will be happy to add you to the distribution list.

With very best wishes.

Sincerely,



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P.S. The net asset value per share of the Fund is determined as of the close of regular trading on the New York Stock Exchange (normally 4:00 P.M., Eastern Time) on each Fund Business Day (as fully described in the Fund prospectus). In addition to the Fund's published NASDAQ listing (symbol: DEFIX), you may check its net asset value by calling 800.697.3863 to speak directly to a Fund representative during the normal business hours of 8:00 A.M.-7:00 P.M., Central Standard Time. During off business hours, you may use the same telephone numbers for a pre-recorded message. The 3-digit code number for The Delafield Fund is 924.

Our website address is: www.tocquevillefunds.com

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TOTAL RETURN WITH INCOME*

<u>Cumulative</u>	<u>Delafield Fund**</u>	<u>S&P 500 Total Index†</u>	<u>Russell 2000 Total Index†</u>
Quarter ended December 31, 2017	0.22%	6.64%	3.34%
Twelve months ended December 31, 2017	7.21	21.83	14.65
Inception, November 19, 1993 to December 31, 2017	1,036.25	827.65	747.86
Annual Average			
One year ended December 31, 2017	7.21	21.83	14.65
Three years ended December 31, 2017	2.55	11.41	9.96
Five years ended December 31, 2017	5.92	15.79	14.12
Ten years ended December 31, 2017	6.12	8.50	8.71
Inception, November 19, 1993 to December 31, 2017	10.60	9.68	9.27

TEN LARGEST HOLDINGS‡

<u>Security Name</u>	<u>% of Total Assets</u>
TTM Technologies, Inc.	4.81%
Eastman Chemical Co.	4.03%
U.S. Concrete, Inc.	4.00%
Diebold Nixdorf, Inc.	3.32%
TrueBlue, Inc.	3.04%
WESCO International, Inc.	2.67%
Flex Ltd.	2.61%
Korn/Ferry International	2.40%
HB Fuller Co.	2.34%
PolyOne Corp.	2.27%
TOTAL	31.49%

FEES(a)

<u>Shareholder Fees</u>	
<i>(fees paid directly from your investment)</i>	
Maximum Sales Charge Imposed on Purchases	None
Maximum Deferred Sales Charge	None
Maximum Sales Charge Imposed on Reinvested Dividends/Distributions	None
Exchange Fee	None
<u>Annual Fund Operating Expenses</u>	
<i>(expenses that are deducted from Fund assets)</i>	
Management Fees	0.77%
Distribution and Service (12b-1) Fee	0.25%
Other Expenses	0.28%
Total Annual Fund Operating Expenses	1.30%
Less: Fee Waiver/Expense Reimbursement	-0.04%
Total Annual Fund Operating Expenses after Fee Waiver/Expense Reimbursement	1.26%

ASSET MIX

	<u>12/31/17</u>	<u>9/30/17</u>	<u>6/30/17</u>	<u>3/31/17</u>	<u>12/31/16</u>
Equities	73.90	73.55	78.27	76.87	76.54
Corporate Bonds	0.00	0.00	0.00	0.00	0.00
Real Estate Investment Trust	0.00	0.00	0.00	0.00	0.00
Cash Equivalents	26.10	26.45	21.73	23.13	23.46
TOTAL	100.00%	100.00%	100.00%	100.00%	100.00%

* The performance data quoted above represents past performance. Past performance does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than the original cost. The current performance may be lower or higher than performance data quoted. Please visit our website (www.tocquevillefunds.com/mutual-funds/delafield-fund/performance) to obtain the most recent month-end performance data.

The Delafield Fund may invest in the stocks of smaller companies which carry special risks including narrower markets, limited financial and management resources, less liquidity, and greater volatility than the stocks of larger companies. The Fund's investments, which are often value or special situations, are likely to not correlate with the overall market averages. Hence, there may be periods when the Fund's performance may lag these measures.

Kindly consider the investment objectives, risks, and charges and expenses of the Fund carefully before investing. The prospectus contains this and other information about the Fund. Please contact us to obtain a prospectus, which should be read carefully before investing. The Tocqueville Mutual Funds may be offered only to persons in the United States and by way of a prospectus. This letter should not be considered a solicitation or offering of any investment products or services to investors residing outside of the United States.

The Delafield Fund is distributed by Tocqueville Securities L.P., 40 West 57th Street, 19th Floor, New York, NY 10019.

** The Delafield Fund performance is stated after fees.

Returns for the periods prior to 9/27/09 reflect the performance of Delafield Fund, Inc. (the "Predecessor Delafield Fund"), which was reorganized into the Delafield Fund on 9/28/09. The Predecessor Delafield Fund had the same Portfolio Managers, investment objectives and investment strategies as the Delafield Fund. Performance since 9/28/09 reflects actual Delafield Fund performance.

† The S&P 500 Index is an unmanaged broad market-weighted average of U.S. blue-chip companies and the Russell 2000 Index is an unmanaged, market-weighted index, with dividends reinvested, of 2,000 small companies, formed by taking the largest 3,000 companies and eliminating the largest 1,000 of those companies. You may not invest directly in the S&P 500 Index or the Russell 2000 Index and, unlike the Fund, they do not incur fees and expenses.

‡ Holdings are expressed as a percentage of total investments and will vary over time. Because the Fund is actively managed there can be no assurances the Fund continues to invest in the securities referenced. Additionally, references to specific securities or industries should not be considered a recommendation for investors.

(a) Represents information from the prospectus, dated February 28, 2017. Effective November 1, 2016, the Advisor has contractually agreed to waive management fees and/or reimburse expenses in order to ensure that Fund's expense ratio does not exceed 1.25% (excluding taxes, interest expense, acquired fund fees and expenses, or extraordinary expenses such as litigation) until at least 3/1/2018. In the absence of these fee waivers, total returns would be lower.

STATEMENT OF NET ASSETS

December 31, 2017

(Unaudited)

Common Stocks - 73.90%	Shares	Value	Common Stocks - 73.90%	Shares	Value
Aerospace & Defense - 1.65%			Media - 2.14%		
Ducommun, Inc. (a)	200,000	\$ 5,690,000	TEGNA, Inc.	525,000	\$ 7,392,000
Auto Components - 3.14%			Metals & Mining - 0.87%		
Gentex Corp.	200,000	4,190,000	Schnitzer Steel Industries, Inc. - Class A	90,000	3,015,000
Horizon Global Corp. (a)	475,000	6,659,500	Oil, Gas & Consumable Fuels - 3.02%		
		10,849,500	Boardwalk Pipeline Partners LP	475,000	6,132,250
Chemicals - 12.23%			Marathon Petroleum Corp.	65,000	4,288,700
A Schulman, Inc.	25,000	931,250			10,420,950
Ashland Global Holdings, Inc.	25,000	1,780,000	Professional Services - 5.44%		
Eastman Chemical Co.	150,000	13,896,000	Korn/Ferry International	200,000	8,276,000
GCP Applied Technologies, Inc. (a)	120,000	3,828,000	TrueBlue, Inc. (a)	381,500	10,491,250
HB Fuller Co.	150,000	8,080,500			18,767,250
Minerals Technologies, Inc.	85,000	5,852,250	Specialty Retail - 0.49%		
PolyOne Corp.	180,000	7,830,000	Ascena Retail Group, Inc. (a)	725,000	1,703,750
		42,198,000	Technology Hardware, Storage & Peripherals - 4.88%		
Commercial Services & Supplies - 1.14%			Diebold Nixdorf, Inc.	700,000	11,445,000
Team, Inc. (a)	265,000	3,948,500	Hewlett Packard Enterprise Co.	375,000	5,385,000
Communications Equipment - 1.31%					16,830,000
Acacia Communications, Inc. (a)	125,000	4,528,750	Textiles, Apparel & Luxury Goods - 3.56%		
Construction & Engineering - 0.75%			Hanesbrands, Inc.	210,000	4,391,100
KBR, Inc.	130,000	2,577,900	PVH Corp.	47,000	6,448,870
Construction and Engineering - 1.77%			Sequential Brands Group, Inc. (a)	815,000	1,450,700
Aegion Corp. (a)	240,000	6,103,200			12,290,670
Construction Materials - 4.00%			Trading Companies & Distributors - 4.28%		
U.S. Concrete, Inc. (a)	165,000	13,802,250	Rush Enterprises, Inc. - Class A (a)	110,000	5,589,100
Electronic Equipment, Instruments & Components - 10.68%			WESCO International, Inc. (a)	135,000	9,200,250
Avnet, Inc.	50,000	1,981,000			14,789,350
Fabrinet (a)(b)	175,000	5,022,500	Total Common Stocks		
Flex Ltd. (a)(b)	500,000	8,995,000	(Cost \$192,689,102)		
Plexus Corp. (a)	70,000	4,250,400	255,054,818		
TTM Technologies, Inc. (a)	1,060,000	16,610,200			
		36,859,100			
Energy Equipment & Services - 2.14%					
Aspen Aerogels, Inc. (a)	600,000	2,928,000			
McDermott International, Inc. (a)(b)	675,000	4,441,500			
		7,369,500			
Health Care Equipment & Supplies - 1.56%					
Invacare Corp.	320,000	5,392,000			
Household Durables - 0.54%					
Newell Brands, Inc.	60,000	1,854,000			
Industrial Conglomerates - 0.51%					
General Electric Co.	100,000	1,745,000			
Internet Software & Services - 1.64%					
Cars.com, Inc. (a)	196,666	5,671,848			
Machinery - 6.16%					
Barnes Group, Inc.	90,000	5,694,300			
Crane Co.	75,000	6,691,500			
Harsco Corp. (a)	350,000	6,527,500			
Xerium Technologies, Inc. (a)(c)	550,000	2,343,000			
		21,256,300			

STATEMENT OF NET ASSETS, continued

December 31, 2017

(Unaudited)

Short-Term Investments - 26.16%	<u>Shares</u>	<u>Value</u>
Money Market Fund - 5.01%		
STIT - Treasury Portfolio - Institutional		
Class - 1.160% (d)	17,300,000	\$ 17,300,000
		Principal
		Amount
Money Market Deposit Account - 21.15%		
U.S. Bank Money Market		
Deposit Account, 0.300% (e)	\$73,012,330	73,012,330
Total Short-Term Investments		90,312,330
(Cost \$90,312,330)		
Total Investments		345,367,148
(Cost \$283,001,432) - 100.06%		
Liabilities in Excess		
of Other Assets - (0.06)%		(217,795)
Total Net Assets - 100.00%		\$ 345,149,353

Percentages are stated as a percent of net assets.

(a) Non-income producing security.

(b) Foreign issued Security. Foreign Concentration (including ADR's) was as follows: Cayman Islands 1.46%; Panama 1.29%; Singapore 2.61%.

(c) Affiliated company.

(d) Rate listed is the 7-day effective yield.

(e) Variable rate security. The rate listed is as of 12/31/2017.

The Global Industry Classification Standard (GICS®) was developed by and/or is the exclusive property of MSCI, Inc. and Standard & Poor Financial Services LLC ("S&P"). GICS is a service mark of MSCI and S&P and has been licensed for use by U.S. Bancorp Fund Services, LLC.

TQ-Delafield:TQDelafieldShareholderLTR 12/17