Form **990-PF** Department of the Treasury Internal Revenue Service

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

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2012
Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: CHARLOTTE B PROEHL FOUNDATION R57240005

A Employer identification number: 30-6110496

Number and street (or P O box number if mail is not delivered to street address): 10 S DEARBORN IL1-0117 | Room/suite:

B Telephone number (see instructions): 866- 888-5157

City or town, state, and ZIP code: CHICAGO, IL 60603

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

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,609,328.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	39,218.	39,218.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,388.			
	b Gross sales price for all assets on line 6a 312,829.				
	7 Capital gain net income (from Part IV, line 2)		5,388.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	44,606.	44,606.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,444.	11,583.		3,861.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 1	1,868.	451.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses** Add lines 13 through 23	17,312.	12,034.		3,861.
	25 Contributions, gifts, grants paid	77,200.			77,200.
	26 **Total expenses and disbursements** Add lines 24 and 25	94,512.	12,034.		81,061.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-49,906.			
	b **Net investment income** (if negative, enter -0-)		32,572.		
	c **Adjusted net income** (if negative, enter -0-)				

ENVELOPE POSTMARK DATE AUG 15 2013

AUG 19 2013

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	90,169.	96,004.	96,004.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (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			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	751,727.	725,179.	749,855.
	c Investments - corporate bonds (attach schedule)	672,681.	563,262.	588,521.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	94,491.	171,946.	173,868.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			1,080.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,609,068.	1,556,391.	1,609,328.
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)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	1,609,068.	1,556,391.	
	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)	1,609,068.	1,556,391.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,609,068.	1,556,391.	

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	1,609,068.
2	Enter amount from Part I, line 27a	2	-49,906.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,559,162.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 2	5	2,771.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,556,391.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
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	312,829.		307,441.	5,388.
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				5,388.
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	5,388.
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	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	80,143.	1,653,702.	0.048463
2010	74,787.	1,616,439.	0.046267
2009	89,924.	1,517,818.	0.059246
2008	23,399.	1,725,230.	0.013563
2007	21,456.	1,963,244.	0.010929

2 **Total** of line 1, column (d)	2	0.178468
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.035694
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,607,656.
5 Multiply line 4 by line 3	5	57,384.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	326.
7 Add lines 5 and 6	7	57,710.
8 Enter qualifying distributions from Part XII, line 4	8	81,061.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	326.
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	
3	Add lines 1 and 2	3	326.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	326.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 720.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,100.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,820.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,494.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 328. **Refunded** ▶	11	1,166.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (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		
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) ▶ TX			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no ▶ (866)888-5157

Located at ▶ 10 S. DEARBORN, IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603-2300

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 2012, 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 Form TD F 90-22 1 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		
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2012 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 2012)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**		
	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? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
JPMORGAN CHASE BANK, NA 10 S. DEARBORN, IL1-0117, CHICAGO, IL 60603-2300	TRUSTEE 40	15,444.	-0-	-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
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ **NONE**

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
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
Total. Add lines 1 through 3 ▶	

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	1,497,939.
b	Average of monthly cash balances	1b	134,199.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,632,138.
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	NONE
3	Subtract line 2 from line 1d	3	1,632,138.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,482.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,607,656.
6	**Minimum investment return.** Enter 5% of line 5	6	80,383.

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	80,383.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	326.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	326.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	80,057.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	80,057.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	80,057.

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	81,061.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	81,061.
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	326.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	80,735.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				80,057.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			77,170.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 NONE				
b From 2008 NONE				
c From 2009 NONE				
d From 2010 NONE				
e From 2011 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 81,061.				
a Applied to 2011, but not more than line 2a			77,170.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				3,891.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				76,166.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 NONE				
b Excess from 2009 NONE				
c Excess from 2010 NONE				
d Excess from 2011 NONE				
e Excess from 2012 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 3

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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				
VARIOUS CHARITABLE RECIPIENTS SEE ATTACHED ST	NONE	PUBLIC	GENERAL	77,200.
FIRST BAPTIST CHURCH PASTOR DEREK GENTLE TALLASSEE AL 36078-3934				
ASSOCIATION FOR COMMUNITY BROADCASTING-KUHT HOUSTON TX 77004-2471				
Total ▶ 3a				77,200.
b Approved for future payment				
Total ▶ 3b				

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			14	39,218.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,388.	
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)				44,606.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 44,606.

(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.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

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

Anthony Ward | 07/24/2013 | TRUST OFFICER

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	697.	
FEDERAL ESTIMATES - INCOME	720.	
FOREIGN TAXES ON QUALIFIED FOR	420.	420.
FOREIGN TAXES ON NONQUALIFIED	31.	31.
TOTALS	1,868.	451.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
DEFERRED INCOME - MUTUAL FUND TIMING DIFFERENCE	1,672.
PRIOR YEAR ADJUSTMENT	1,099.
TOTAL	2,771.

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
JPMORGAN CHASE BANK, NA
ADDRESS:
PO BOX 227237
DALLAS, TX 75222-7237
RECIPIENT'S PHONE NUMBER: 866-300-6222
FORM, INFORMATION AND MATERIALS:
NAME AND PUPOSE OF ORGANIZATION, AMOUNT, PURPOSE OF REQUEST, AND COPY
IRS 501(C)(3) EXEMPTION LETTER
SUBMISSION DEADLINES:
OCTOBER 1ST
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

SCHEDULE D (Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
CHARLOTTE B PROEHL FOUNDATION R57240005	30-6110496

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	484.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	484.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					13,316.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-8,412.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	4,904.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

JSA
2F1210 2 000

Part III **Summary of Parts I and II** *Caution: Read the instructions before completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			484.
14 Net long-term gain or (loss):				
a Total for year	14a			4,904.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			5,388.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet**, *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 15, column (3) **or** b $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041. line 22, is more than zero

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20 Add lines 18 and 19	20					
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22 Subtract line 21 from line 20. If zero or less, enter -0-			22			
23 Subtract line 22 from line 17. If zero or less, enter -0-			23			
24 Enter the **smaller** of the amount on line 17 or $2,400			24			
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26 Subtract line 25 from line 24			26			
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29 Subtract line 28 from line 27			29			
30 Multiply line 29 by 15% (15)					30	
31 Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32 Add lines 30 and 31					32	
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: CHARLOTTE B PROEHL FOUNDATION R57240005

Employer identification number: 30-6110496

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 774.221 JPMORGAN INTREPID SELECT CL	04/14/2011	03/28/2012	19,402.00	18,798.00	604.00
1503.223 EATON VANCE FLOAT	05/16/2012	06/29/2012	16,325.00	16,445.00	-120.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 484.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: CHARLOTTE B PROEHL FOUNDATION R57240005

Employer identification number: 30-6110496

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1459.145 JPMORGAN US LARGE PLUS FUND SEL	08/24/2007	03/28/2012	32,816.00	30,846.00	1,970.00
6172.879 BLACKROCK FDS HI INSTL*	03/22/2011	05/11/2012	48,025.00	48,148.00	-123.00
2057.087 BLACKROCK FDS HI INSTL*	03/22/2011	05/30/2012	15,675.00	16,045.00	-370.00
2007.042 JPMORGAN HIGH YIE	09/14/2010	05/30/2012	15,675.00	16,016.00	-341.00
1093.183 DREYFUS/LAUREL FD	09/14/2010	06/15/2012	15,075.00	15,829.00	-754.00
1603.687 JPMORGAN INTERNAT CURRENCY	06/01/2011	06/15/2012	17,400.00	18,635.00	-1,235.00
1370.259 JPMORGAN ASIA EQU	VAR	06/19/2012	40,012.00	40,463.00	-451.00
1985.388 JPMORGAN HIGH YIE	VAR	06/29/2012	15,625.00	15,820.00	-195.00
1391.246 THORNBURG VALUE F	VAR	07/18/2012	41,473.00	44,355.00	-2,882.00
592.781 BLACKROCK U.S. OPP	05/20/2011	09/21/2012	22,010.00	26,041.00	-4,031.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . . -8,412.00

PART XV GRANTS PAID OR CONTRIBUTED DURING TAX YEAR

Description	Column1	Income($)
PAID HOUSTON FOOD BANK GENERAL OPERATING SUPPORT TREASURERS CHECK NO: 2620025	535 PARTWALL STREET, HOUSTON, TX 77029	-10,250.00
PAID CASA DE ESPERANZA DE LOS NINOS INCORPORATED TO SUPPORT RESIDENTIAL PROGRAM TREASURERS CHECK NO: 2620026	PO BOX 66581, HOUSTON, TX 77266	-10,250.00
PAID PALMER DRUG ABUSE PROGRAM GENERAL OPERATING SUPPORT TREASURERS CHECK NO: 2620027	THREE MEMORIAL CITY PLAZA, 8-10 GESSNER, SUITE 1300, HOUSTON, TX, 77021	-7,750.00
PAID HOUSTON AREA WOMENS CENTER, INC. TO SUPPORT OUR SERVICES FOR SURVIVORS OF DOMESTIC AND SEXUAL VIOLENCE TREASURERS CHECK NO: 2620028	1010 WAUGH DRIVE, HOUSTON, TX 77019-3902	-10,250.00
PAID UNITED WAY OF GREATER HOUSTON TO SUPPORT 2012-2013 UNITED WAY OF GREATER HOUSTON COMMUNITY CAMPAIGN TREASURERS CHECK NO: 2620029	50 WAUGH DRIVE, HOUSTON, TX 77007	-13,700.00
PAID UNITED WAY OF GREATER HOUSTON TO SUPPORT THE 2011-2012 UNITED WAY OF GREATER HOUSTON COMMUNITY CAMPAIGN TREASURERS CHECK NO: 2620030	50 WAUGH DRIVE, HOUSTON, TX 77007	-5,000.00
PAID FIRST BAPTIST CHURCH CHARITABLE CONTRIBUTION CHECK PAYMENT TREASURERS CHECK NO: 2607626	Pastor Derek Gentle Po Box 780368 Tallassee Al, 36078	-10,000.00
PAID ASSOCIATION FOR COMMUNITY BROADCASTING-KUHT CHARITABLE CONTRIBUTION CHECK PAYMENT TREASURERS CHECK NO: 2607627	Attn Joycelyn S. Morris 4343 Elgin St Houston, TX 77204	-10,000.00
		-77,200.00

Fiduciary Account

J.P. Morgan Team		
Jeffrey Griffin	T & E Officer	214/965-2904
Jennifer Cuadra	T & E Administrator	214/965-2221
Online access	**www.jpmorganonline.com**	

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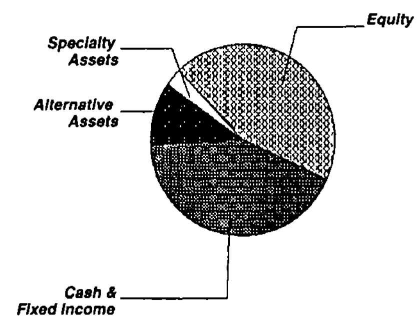
Please see disclosures located at the end of this statement package for important information relating to each J.P.Morgan account(s)

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	749,394 85	749,855 10	460.25	10,183.41	46%
Alternative Assets	179,523 17	173,868.13	(5,655.04)	4,449.53	11%
Cash & Fixed Income	711,943 07	681,722.82	(30,220.25)	18,972.00	42%
Specialty Assets	1,080 00	1,080 00	0 00		1%
Market Value	**$1,641,941.09**	**$1,606,526.05**	**($35,415.04)**	**$33,604.94**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	27,886 72	2,802 62	(25,084.10)
Accruals	1,196 92	2,664 00	1,467.08
Market Value	**$29,083.64**	**$5,466.62**	**($23,617.02)**

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**1,641,941.09**	**1,530,211.42**	**27,886.72**	**11,021.50**
Additions			41,858 00	41,858.00
Withdrawals & Fees	(42,509 01)	(49,579 71)	(77,851.01)	(86,338 80)
Net Additions/Withdrawals	**($42,509.01)**	**($49,579.71)**	**($35,993.01)**	**($44,480.80)**
Income			10,908.91	36,261 92
Change In Investment Value	7,093 97	125,894 34		
Ending Market Value	**$1,606,526.05**	**$1,606,526.05**	**$2,802.62**	**$2,802.62**
Accruals	--	--	2,664 00	2,664.00
Market Value with Accruals	--	--	**$5,466.62**	**$5,466.62**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	10,905 16	36,220 24
Interest Income	3 75	41 68
Taxable Income	**$10,908.91**	**$36,261.92**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	12,293 04	13,051.73
ST Realized Gain/Loss		483.63
LT Realized Gain/Loss		(8,413 91)
Realized Gain/Loss	**$12,293.04**	**$5,121.45**

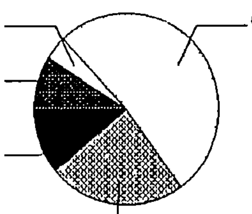
	To-Date Value
Unrealized Gain/Loss	**$51,857.21**

Cost Summary	Cost
Equity	725,179 41
Cash & Fixed Income	656,463 71
Total	**$1,381,643.12**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	389,178 49	384,436 40	(4,742 09)	24%
US Mid Cap Equity	70,989 90	68,960 58	(2,029 32)	4%
EAFE Equity	177,514.97	181,595 28	4,080 31	11%
Asia ex-Japan Equity	77,613 91	78,952 67	1,338 76	5%
Emerging Market Equity	34,097 58	35,910 17	1,812 59	2%
Total Value	**$749,394.85**	**$749,855.10**	**$460.25**	**46%**

Asset Categories



Equity as a percentage of your portfolio - 46 %

Market Value/Cost	Current Period Value
Market Value	749,855 10
Tax Cost	725,179 41
Unrealized Gain/Loss	24,675 69
Estimated Annual Income	10,183 41
Accrued Dividends	920 53
Yield	1 35%

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
FMI FDS INC LARGE CAP FD 302933-20-5 FMIH X	17 10	3,981 399	68,081 92	55,222 00	12,859 92	780.35 291.74	1 15%
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34 38	1,332 418	45,808 53	41,225 00	4,583 53	461 01	1 01%
JPM EQUITY INCOME FD - SEL FUND 3128 4812C0-49-8 HLIE X	10 29	1,881 229	19,357 85	16,291 44	3,066 41	413 87 98 46	2 14%
JPM INTREPID VALUE FD - SEL FUND 1136 4812A2-30-6 JPIV X	25 97	651 644	16,923 19	15,821 92	1,101 27	293 23	1 73%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23.95	1,633 899	39,131 88	34,514 78	4,617 10	171.55 8.79	0.44%
JPM US EQUITY FD - SEL FUND 1224 4812A1-15-9 JUES X	11 21	2,530.775	28,369 99	23,839.90	4,530.09	359 37	1.27%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22.12	3,622 454	80,128 68	76,578.68	3,550.00	612 19	0.76%
MANNING & NAPIER FUND INC EQUITY SERIES 563821-60-2 EXEY X	17.14	858 653	14,717 31	17,465 00	(2,747 69)	30 05	0.20%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142 41	505 000	71,917 05	66,643 56	5,273.49	1,567 01 516 02	2 18%
Total US Large Cap Equity			**$384,436.40**	**$347,602.28**	**$36,834.12**	**$4,688.63** **$915.01**	**1.22%**

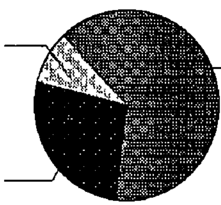
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield
US Mid Cap Equity							
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10 61	2,981 082	31,629 28	34,759 42	(3,130 14)	348.78	1.10%
JPM MID CAP GROWTH - SEL FUND 3120 4812C1-71-0 HLGE X	21 70	750 288	16,281 25	19,530 00	(3,248 75)		
PRUDENTIAL JENNISON MID-CAP CL Z 74441C-80-8 PEGZ X	32.42	649.292	21,050 05	21,998 00	(947.95)	77.26	0.37%
Total US Mid Cap Equity			**$68,960.58**	**$76,287.42**	**($7,326.84)**	**$426.04**	**0.62%**
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30 38	317.000	9,630.46	7,807.71	1,822.75		
CAPITAL PRIVATE CLIENT SVCS CAP NON US EQT 14042Y-60-1 CNUS X	10 21	1,803 797	18,416.77	15,675.00	2,741.77	90 18	0.49%
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34 64	1,041 420	36,074 79	48,925 90	(12,851 11)	777.94	2.16%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56 86	581.000	33,035.66	33,721 65	(685 99)	1,021.97	3.09%
JPM INTL VALUE FD - SEL FUND 1296 4812A0-56-5 JIES X	12 86	2,680 244	34,467.94	33,729 52	738.42	949.63	2.47%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield
EAFE Equity							
T. ROWE PRICE OVERSEAS STOCK FUND 77956H-75-7 TROS X	8 50	5,878 784	49,969 66	51,263 00	(1,293 34)	999 39	2 00%
Total EAFE Equity			**$181,595.28**	**$191,122.78**	**($9,527.50)**	**$3,739.11**	**2.06%**
Asia ex-Japan Equity							
ABERDEEN ASIA PACIFIC (EX JAPAN) EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	12 03	2,819 644	33,920 32	34,879 00	(958 68)	482.15	1 42%
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.41	1,844 832	45,032 35	39,627 00	5,405.35	372 65	0.83%
Total Asia ex-Japan Equity			**$78,952.67**	**$74,506.00**	**$4,446.67**	**$854.80**	**1.08%**
Emerging Market Equity							
JPM EM MKTS EQUITY FD - SEL FUND 1235 4812A0-62-3 JEMS X	23 90	770 288	18,409 88	18,510 02	(100 14)	91.66 5 52	0 50%
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44 53	393 000	17,500 29	17,150 91	349.38	383.17	2 19%
Total Emerging Market Equity			**$35,910.17**	**$35,660.93**	**$249.24**	**$474.83** **$5.52**	**1.32%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	113,469.86	112,079 04	(1,390 82)	7%
Real Estate & Infrastructure	17,073.80	15,382.84	(1,690 96)	1%
Hard Assets	48,979 51	46,406.25	(2,573 26)	3%
Total Value	**$179,523.17**	**$173,868.13**	**($5,655.04)**	**11%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 11 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12 53	2,508 019	31,425 48	31,275 00
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	2,886 631	32,041 60	31,579 74

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9 83	3,198 184	31,438 15	32,285 57
GATEWAY FUND - Y 367829-88-4 GTEY X	27 11	633 486	17,173 81	16,407 29
Total Hedge Funds			**$112,079.04**	**$111,547.60**

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
JPM US REAL ESTATE FD - SEL FUND 3037 4812C0-61-3 SUIE X	966 26	19,540 60		15,382 84	372.97	2.42%

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P. Morgan representative.

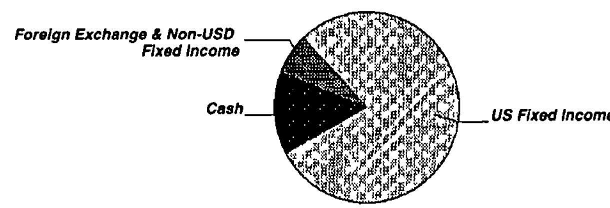
For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market" Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e , "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

	Price	Quantity	Estimated Value	Cost
Hard Assets				
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13 97	2,208 470	30,852.33	31,750.00
SPDR GOLD TRUST 78463V-10-7 GLD	162.02	96 000	15,553 92	9,107 52
Total Hard Assets			**$46,406.25**	**$40,857.52**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	123,417 46	93,201 49	(30,215 97)	6%
US Fixed Income	538,523.18	538,259 61	(263 57)	33%
Foreign Exchange & Non-USD Fixed Income	50,002.43	50,261 72	259 29	3%
Total Value	**$711,943.07**	**$681,722.82**	**($30,220.25)**	**42%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 42 %

Market Value/Cost	Current Period Value
Market Value	681,722 82
Tax Cost	656,463 71
Unrealized Gain/Loss	25,259 11
Estimated Annual Income	18,972 00
Accrued Interest	1,490 56
Yield	2 78%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	681,722 82	100%

[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	93,201.49	13%
International Bonds	50,660.35	7%
Mutual Funds	537,860 98	80%
Total Value	**$681,722.82**	**100%**

Note. [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	93,201 49	93,201 49	93,201.49		27 96	0.03% [1]
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	2,791 63	33,024.92	28,000 00	5,024.92	1,166 89 114 46	3.53%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	1,880.02	21,300 60	21,075 00	225 60	1,351.73 105 95	6 35%
FIDELITY ADVISOR HIGH INCOME ADVANTAGE FUND 315807-87-5	9 73	4,029.85	39,210 45	37,800 00	1,410 45	2,704 03 176 93	6.90%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 14	3,191.74	25,980 80	25,426 66	554.14	1,662 89 165 97	6.40%
JPM CORE PLUS BOND FD - SEL FUND 3122 4812C0-84-5	8 51	6,837.99	58,191 29	50,669.50	7,521.79	2,222 34 205 14	3.82%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	18,462 65	202,904.48	196,073 30	6,831 18	2,584 77 240 01	1 27%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
US Fixed Income							
JPM TR I MLT SC INCM SL 48121A-29-0	10 22	3,455 00	35,310 05	34,930 00	380 05	1,454 55 214.21	4 12%
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10.81	4,605 61	49,786.68	49,234 00	552.68	990 20 59 87	1 99%
RIDGEWORTH FDS SEIX FLRT HI I 76628T-67-8	8.98	5,808 79	52,162 93	52,395 16	(232 23)	2,550.05 208 02	4.89%
BLACKROCK HIGH YIELD BOND 091929-63-8	8 09	2,520.08	20,387.41	18,698 22	1,689.19	1,254.99	6.16%
Total US Fixed Income			**$538,259.61**	**$514,301.84**	**$23,957.77**	**$17,942.44** **$1,490.56**	**3.33%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11 27	2,894 97	32,626 29	32,669 52	(43 23)	755 58	2.32%
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15.34	1,149 64	17,635 43	16,290 86	1,344 57	246 02	1.40%
Total Foreign Exchange & Non-USD Fixed Income			**$50,261.72**	**$48,960.38**	**$1,301.34**	**$1,001.60**	**2.00%**

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Closely Held	1,080 00	1,080 00	0 00	1%

Note ** Unrealized Gain/Loss is shown as "N/A" in cases where we do not have appropriate cost information for all tax lots comprising the position. Please contact your J P Morgan team for additional information

Specialty Assets Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div.	Yield
Closely Held							
ALP LIQUIDATING TR LTD PARTNERSHIP 020990-05-7	27 00 12/31/11	40 000	1,080 00	N/A **	N/A		

Portfolio Activity Summary

Transactions	PRINCIPAL Current Period Value	PRINCIPAL Year-To-Date Value*	INCOME Current Period Value	INCOME Year-To-Date Value*
Beginning Cash Balance	**123,417.46**	--	**27,886.72**	--
INFLOWS				
Income			10,908.91	36,261.92
Contributions			41,858 00	41,858 00
Total Inflows	**$0.00**	**$0.00**	**$52,766.91**	**$78,119.92**
OUTFLOWS **				
Withdrawals	(41,858.00)	(41,858.00)	(77,200 00)	(77,200 00)
Fees & Commissions	(651 01)	(7,721 71)	(651.01)	(7,721 80)
Tax Payments				(1,417 00)
Total Outflows	**($42,509.01)**	**($49,579.71)**	**($77,851.01)**	**($86,338.80)**
TRADE ACTIVITY				
Settled Sales/Maturities/Redemptions	12,293 04	312,564.43		
Settled Securities Purchased		(248,931 05)		
Total Trade Activity	**$12,293.04**	**$63,633.38**	**$0.00**	**$0.00**
Ending Cash Balance	**$93,201.49**	--	**$2,802.62**	--

* Year to date information is calculated on a calendar year basis
** Your account's standing instructions use a HIGH COST method for relieving assets from your position

Portfolio Activity Detail

INFLOWS & OUTFLOWS

Settle Date	Type / Selection Method	Description	Quantity / Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
12/3	Interest Income	DEPOSIT SWEEP INTEREST FOR 11/01/12 - 11/30/12 @ .03% RATE ON AVG COLLECTED BALANCE OF $151,948.98 AS OF 12/01/12				3 75
12/3	Div Domest	JPM STR INC OPP FD FUND 3844 @ 0 033 PER SHARE (ID· 4812A4-35-1)	2,791 625	0 033		92.12
12/3	Div Domest	JPM EQUITY INCOME FD - SEL FUND 3128 @ 0 0255 PER SHARE (ID. 4812C0-49-8)	1,881 229	0 026		47.97
12/3	Div Domest	JPM HIGH YIELD FD - SEL FUND 3580 @ 0 043 PER SHARE (ID. 4812C0-80-3)	3,191 744	0 043		137 24
12/3	Div Domest	JPM CORE PLUS BOND FD - SEL FUND 3122 @ 0 026 PER SHARE (ID: 4812C0-84-5)	6,837 990	0 026		177 79
12/3	Div Domest	JPM SHORT DURATION BOND FD - SEL FUND 3133 @ 0 009 PER SHARE (ID· 4812C1-33-0)	18,462 646	0 009		166 16
12/3	Div Domest	JPM TR I MLT SC INCM SL @ 0 026 PER SHARE (ID: 48121A-29-0)	3,454 995	0 026		89 83
12/3	Div Domest	JPM TR I INFL MANAGED BD - SEL @ 0.017 PER SHARE (ID 48121A-56-3)	4,605.613	0 017		78 30
12/3	Div Domest	BLACKROCK HIGH YIELD BOND 11/30/12 INCOME DIVIDEND @ 0 043 PER SHARE AS OF 11/30/12 (ID 091929-63-8)	2,520 076	0 043		107.71
12/3	Div Domest	EATON VANCE FLOATING-RATE ADVANTAGE I 11/30/12 INCOME DIVIDEND @ 0 048 PER SHARE AS OF 11/30/12 (ID 277923-63-7)	2,886 631	0.048		138.57

Settle Date	Type / Selection Method	Description	Quantity / Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
12/3	Div Domest	EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 11/30/12 INCOME DIVIDEND @ 0 032 PER SHARE AS OF 11/30/12 (ID. 277923-72-8)	3,198 184	0.032		101 70
12/3	Div Domest	FIDELITY ADVISOR HIGH INCOME ADVANTAGE FUND 12/03/12 INCOME DIVIDEND @ 0 042 PER SHARE (ID 315807-87-5)	4,029.851	0.042		167 24
12/4	Div Domest	DOUBLELINE FDS TR TTL RTN BD I 11/30/12 INCOME DIVIDEND @ 0 051 PER SHARE AS OF 11/30/12 (ID. 258620-10-3)	1,880.018	0 051		95 38
12/4	Div Domest	DREYFUS LAUREL EMG MKT DEBT LOC C-1 12/03/12 INCOME DIVIDEND @ 0.091 PER SHARE AS OF 12/03/12 (ID: 261980-49-4)	1,149 637	0 091		104 62
12/4	Div Domest	RIDGEWORTH FDS SEIX FLRT HI I 12/03/12 INCOME DIVIDEND @ 0 034 PER SHARE AS OF 12/03/12 (ID. 76628T-67-8)	5,808.790	0.034		199.11
12/10	STCapitalGain Dist	FIDELITY ADVISOR HIGH INCOME ADVANTAGE FUND 12/10/12 SHORT TERM CAPITAL GAINS @ 0.127 PER SHARE (ID 315807-87-5)	4,029 851	0 127		511 79
12/11	STCapitalGain Dist	AIM INVT FDS BAL RISK ALL Y 12/07/12 SHORT TERM CAPITAL GAINS @ 0 211 PER SHARE AS OF 12/07/12 (ID 00141V-69-7)	2,508.019	0 211		530 20
12/11	Div Domest	AIM INVT FDS BAL RISK ALL Y 12/07/12 INCOME DIVIDEND @ 0.308 PER SHARE AS OF 12/07/12 (ID· 00141V-69-7)	2,508 019	0 308		771.72
12/14	STCapitalGain Dist	JPM US EQUITY FD - SEL FUND 1224 SHORT TERM CAPITAL GAINS @ 0 05929 (ID 4812A1-15-9)	2,530 775	0 059		150.05
12/14	STCapitalGain Dist	JPM STR INC OPP FD FUND 3844 SHORT TERM CAPITAL GAINS @ 0 00331 (ID: 4812A4-35-1)	2,791 625	0 003		9.24

Settle Date	Type / Selection Method	Description	Quantity / Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
12/14	STCapitalGain Dist	JPM EQUITY INCOME FD - SEL FUND 3128 SHORT TERM CAPITAL GAINS @ 0 01581 (ID 4812C0-49-8)	1,881 229	0 016		29.74
12/14	STCapitalGain Dist	JPM HIGH YIELD FD - SEL FUND 3580 SHORT TERM CAPITAL GAINS @ 0 04175 (ID 4812C0-80-3)	3,191.744	0 042		133 26
12/14	STCapitalGain Dist	JPM SHORT DURATION BOND FD - SEL FUND 3133 SHORT TERM CAPITAL GAINS @ 0.00068 (ID. 4812C1-33-0)	18,462 646	0 001		12 55
12/14	STCapitalGain Dist	JPM TR I INFL MANAGED BD - SEL SHORT TERM CAPITAL GAINS @ 0 03387 (ID. 48121A-56-3)	4,605.613	0 034		155.99
12/14	STCapitalGain Dist	PRUDENTIAL JENNISON MID-CAP CL Z 12/13/12 SHORT TERM CAPITAL GAINS @ 0 045 PER SHARE AS OF 12/13/12 (ID. 74441C-80-8)	649 292	0 045		29.26
12/14	Div Domest	MATTHEWS PACIFIC TIGER INSTL FUND 12/13/12 INCOME DIVIDEND @ 0 202 PER SHARE AS OF 12/13/12 (ID· 577130-83-4)	1,844 832	0 202		372.08
12/14	Div Domest	PRUDENTIAL JENNISON MID-CAP CL Z 12/13/12 INCOME DIVIDEND @ 0 080 PER SHARE AS OF 12/13/12 (ID 74441C-80-8)	649 292	0 08		52 19
12/18	STCapitalGain Dist	MANNING & NAPIER FUND INC EQUITY SERIES 12/17/12 SHORT TERM CAPITAL GAINS @ 0 440 PER SHARE AS OF 12/17/12 (ID: 563821-60-2)	858 653	0.44		377 98
12/18	Div Domest	MANNING & NAPIER FUND INC EQUITY SERIES 12/17/12 INCOME DIVIDEND @ 0 035 PER SHARE AS OF 12/17/12 (ID. 563821-60-2)	858 653	0.035		29.97
12/19	Div Domest	JPM INTL VALUE FD - SEL FUND 1296 @ 0 31714 PER SHARE (ID 4812A0-56-5)	2,680 244	0 317		850.01
12/19	Div Domest	JPM EM MKTS EQUITY FD - SEL FUND 1235 @ 0.1191 PER SHARE (ID· 4812A0-62-3)	770 288	0 119		91 74

Settle Date	Type / Selection Method	Description	Quantity / Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
12/19	Div Domest	JPM US EQUITY FD - SEL FUND 1224 @ 0.05558 PER SHARE (ID 4812A1-15-9)	2,530 775	0 056		140.66
12/19	Div Domest	JPM INTREPID VALUE FD - SEL FUND 1136 @ 0 13728 PER SHARE (ID. 4812A2-30-6)	651 644	0 137		89.46
12/19	Div Domest	JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 @ 0 16875 PER SHARE (ID 4812A2-38-9)	3,622 454	0 169		611 29
12/19	Div Domest	JPM LARGE CAP GROWTH FD - SEL FUND 3118 @ 0.10459 PER SHARE (ID 4812C0-53-0)	1,633 899	0.105		170 89
12/19	Div Domest	JPM US REAL ESTATE FD - SEL FUND 3037 @ 0.06821 PER SHARE (ID· 4812C0-61-3)	966 259	0.068		65 91
12/19	Div Domest	JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 @ 0 05263 PER SHARE (ID 4812C1-63-7)	2,981.082	0.053		156 89
12/20	STCapitalGain Dist	T ROWE PRICE OVERSEAS STOCK FUND 12/19/12 SHORT TERM CAPITAL GAINS @ 0 010 PER SHARE AS OF 12/19/12 (ID 77956H-75-7)	5,878 784	0 01		58 79
12/20	Div Domest	T ROWE PRICE OVERSEAS STOCK FUND 12/19/12 INCOME DIVIDEND @ 0 170 PER SHARE AS OF 12/19/12 (ID 77956H-75-7)	5,878.784	0 17		999 39
12/21	STCapitalGain Dist	ARTISAN INTL VALUE FUND - INV 12/19/12 SHORT TERM CAPITAL GAINS @ 0 014 PER SHARE AS OF 12/19/12 (ID. 04314H-88-1)	317 000	0 014		4.56
12/21	Div Domest	ARTISAN INTL VALUE FUND - INV 12/19/12 INCOME DIVIDEND @ 0 294 PER SHARE AS OF 12/19/12 (ID 04314H-88-1)	317 000	0 294		93 07
12/21	Div Domest	DODGE & COX INTERNATIONAL STOCK 12/20/12 INCOME DIVIDEND @ 0.747 PER SHARE AS OF 12/20/12 (ID. 256206-10-3)	1,041 420	0 747		777 94

Settle Date	Type / Selection Method	Description	Quantity / Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
12/21	Div Domest	RIDGEWORTH FDS SEIX FLRT HI I 12/20/12 INCOME DIVIDEND @ 0 001 PER SHARE AS OF 12/20/12 (ID. 76628T-67-8)	5,808.790	0.001		3 93
12/24	STCapitalGain Dist	BLACKROCK HIGH YIELD BOND 12/21/12 SHORT TERM CAPITAL GAINS @ 0 030 PER SHARE AS OF 12/21/12 (ID: 091929-63-8)	2,520.076	0.03		76.65
12/24	Div Domest	ABERDEEN ASIA PACIFIC (EX JAPAN) EQUITY FUND - INSTITUTIONAL SERVICE SHARES 12/21/12 INCOME DIVIDEND @ 0 171 PER SHARE AS OF 12/21/12 (ID· 003021-69-8)	2,819 644	0 171		481.26
12/24	Div Domest	GATEWAY FUND - Y 12/21/12 INCOME DIVIDEND @ 0.180 PER SHARE AS OF 12/21/12 (ID 367829-88-4)	633 486	0.18		113 77
12/24	Div Domest	HARTFORD CAPITAL APPRECIATION FUND 12/20/12 INCOME DIVIDEND @ 0.346 PER SHARE AS OF 12/20/12 (ID. 416649-30-9)	1,332 418	0 346		460.75
12/27	Div Domest	ISHARES MSCI EAFE INDEX FUND @ 0 609522 PER SHARE (ID 464287-46-5)	581.000	0.61		354 13
12/27	Div Domest	VANGUARD MSCI EMERGING MARKETS ETF @ 0.45 PER SHARE (ID 922042-85-8)	393 000	0.45		176.85
12/31	Div Domest	DREYFUS LAUREL EMG MKT DEBT LOC C-1 12/28/12 INCOME DIVIDEND @ 0 123 PER SHARE AS OF 12/28/12 (ID. 261980-49-4)	1,149 637	0 123		141 41
12/31	Div Domest	PRUDENTIAL JENNISON MID-CAP CL Z 12/28/12 INCOME DIVIDEND @ 0 039 PER SHARE AS OF 12/28/12 (ID. 74441C-80-8)	649.292	0 039		25 32
12/31	Div Domest	CAPITAL PRIVATE CLIENT SVCS CAP NON US EQT 12/31/12 INCOME DIVIDEND @ 0 050 PER SHARE (ID 14042Y-60-1)	1,803 797	0.05		90 73
Total Income						**$10,908.91**

Settle Date	Type / Selection Method	Description	Quantity / Cost	PRINCIPAL Amount	INCOME Amount
Contributions					
12/21	Misc Receipt	TRANSFER TO COVER INCOME DISTRIBUTION			41,858 00

Settle Date	Type / Selection Method	Description	Quantity / Cost	PRINCIPAL Amount	INCOME Amount
Withdrawals					
12/14	Grant Paid	PAID FIRST BAPTIST CHURCH CHARITABLE CONTRIBUTION CHECK PAYMENT TREASURERS CHECK NO 2607626			(10,000 00)
12/14	Grant Paid	PAID ASSOCIATION FOR COMMUNITY BROADCASTING-KUHT CHARITABLE CONTRIBUTION CHECK PAYMENT TREASURERS CHECK NO· 2607627			(10,000.00)
12/21	Misc Debit	FUNDS TRANSFERRED FROM TRUST AC# R57240005 TO TRUST AC# R57240005 TRANSFER TO COVER INCOME DISTRIBUTION		(41,858.00)	
12/21	Grant Paid	PAID HOUSTON FOOD BANK GENERAL OPERATING SUPPORT TREASURERS CHECK NO· 2620025			(10,250 00)
12/21	Grant Paid	PAID CASA DE ESPERANZA DE LOS NINOS INCORPORATED TO SUPPORT RESIDENTIAL PROGRAM TREASURERS CHECK NO. 2620026			(10,250.00)
12/21	Grant Paid	PAID PALMER DRUG ABUSE PROGRAM GENERAL OPERATING SUPPORT TREASURERS CHECK NO 2620027			(7,750 00)
12/21	Grant Paid	PAID HOUSTON AREA WOMENS CENTER, INC TO SUPPORT OUR SERVICES FOR SURVIVORS OF DOMESTIC AND SEXUAL VIOLENCE TREASURERS CHECK NO 2620028			(10,250 00)

Settle Date	Type / Selection Method	Description	Quantity / Cost	PRINCIPAL Amount	INCOME Amount
Withdrawals					
12/21	Grant Paid	PAID UNITED WAY OF GREATER HOUSTON TO SUPPORT 2012-2013 UNITED WAY OF GREATER HOUSTON COMMUNITY CAMPAIGN TREASURERS CHECK NO 2620029			(13,700 00)
12/21	Grant Paid	PAID UNITED WAY OF GREATER HOUSTON TO SUPPORT THE 2011-2012 UNITED WAY OF GREATER HOUSTON COMMUNITY CAMPAIGN TREASURERS CHECK NO. 2620030			(5,000.00)
Total Withdrawals				**($41,858.00)**	**($77,200.00)**
Fees & Commissions					
12/17	Fees & Commissions	JPMORGAN CHASE TRUST FEE FOR THE PERIOD 11-17-2012 TO 12-16-2012 INC $651 01 PRINC $651 01 PRORATED BASE FEE . $125.00			(651 01)
12/17	Fees & Commissions	JPMORGAN CHASE TRUST FEE FOR THE PERIOD 11-17-2012 TO 12-16-2012 INC $651 01 PRINC $651.01 PRORATED BASE FEE · $125 00		(651.01)	
Total Fees & Commissions				**($651.01)**	**($651.01)**

TRADE ACTIVITY

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
12/11 12/11	LT Capital Gain Distribution	AIM INVT FDS BAL RISK ALL Y 12/07/12 LONG TERM CAPITAL GAINS @ 0 139 PER SHARE AS OF 12/07/12 (ID. 00141V-69-7)	2,508 019	0 139	349 62		

Trade Date Settle Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
12/14 12/14	LT Capital Gain Distribution	JPM US EQUITY FD - SEL FUND 1224 LONG TERM CAPITAL GAINS @ 0.17765 (ID. 4812A1-15-9)	2,530 775	0 178	449 59		
12/14 12/14	LT Capital Gain Distribution	JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 LONG TERM CAPITAL GAINS @ 0 98136 (ID· 4812A2-38-9)	3,622.454	0.981	3,554.93		
12/14 12/14	LT Capital Gain Distribution	JPM EQUITY INCOME FD - SEL FUND 3128 LONG TERM CAPITAL GAINS @ 0.05744 (ID. 4812C0-49-8)	1,881 229	0 057	108 06		
12/14 12/14	LT Capital Gain Distribution	JPM US REAL ESTATE FD - SEL FUND 3037 LONG TERM CAPITAL GAINS @ 2.29224 (ID. 4812C0-61-3)	966 259	2 292	2,214.90		
12/14 12/14	LT Capital Gain Distribution	JPM HIGH YIELD FD - SEL FUND 3580 LONG TERM CAPITAL GAINS @ 0 01138 (ID: 4812C0-80-3)	3,191 744	0 011	36.32		
12/14 12/14	LT Capital Gain Distribution	JPM CORE PLUS BOND FD - SEL FUND 3122 LONG TERM CAPITAL GAINS @ 0.00478 (ID: 4812C0-84-5)	6,837.990	0 005	32 69		
12/14 12/14	LT Capital Gain Distribution	JPM SHORT DURATION BOND FD - SEL FUND 3133 LONG TERM CAPITAL GAINS @ 0.00202 (ID: 4812C1-33-0)	18,462 646	0 002	37.29		
12/14 12/14	LT Capital Gain Distribution	JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 LONG TERM CAPITAL GAINS @ 0.59684 (ID 4812C1-63-7)	2,981 082	0 597	1,779 23		
12/14 12/14	LT Capital Gain Distribution	JPM MID CAP GROWTH - SEL FUND 3120 LONG TERM CAPITAL GAINS @ 0.98835 (ID 4812C1-71-0)	750 288	0 988	741 55		
12/14 12/14	LT Capital Gain Distribution	JPM TR I INFL MANAGED BD - SEL LONG TERM CAPITAL GAINS @ 0.01649 (ID· 48121A-56-3)	4,605 613	0 016	75 95		
12/14 12/14	LT Capital Gain Distribution	MATTHEWS PACIFIC TIGER INSTL FUND 12/13/12 LONG TERM CAPITAL GAINS @ 0 020 PER SHARE AS OF 12/13/12 (ID. 577130-83-4)	1,844 832	0.02	37 76		
12/14 12/14	LT Capital Gain Distribution	PRUDENTIAL JENNISON MID-CAP CL Z 12/13/12 LONG TERM CAPITAL GAINS @ 0 877 PER SHARE AS OF 12/13/12 (ID 74441C-80-8)	649.292	0.877	569.35		

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
12/18 12/18	LT Capital Gain Distribution	MANNING & NAPIER FUND INC EQUITY SERIES 12/17/12 LONG TERM CAPITAL GAINS @ 2 105 PER SHARE AS OF 12/17/12 (ID· 563821-60-2)	858.653	2.105	1,807.64		
12/21 12/21	LT Capital Gain Distribution	ARTISAN INTL VALUE FUND - INV 12/19/12 LONG TERM CAPITAL GAINS @ 0.128 PER SHARE AS OF 12/19/12 (ID· 04314H-88-1)	317.000	0 128	40 67		
12/24 12/24	LT Capital Gain Distribution	ABERDEEN ASIA PACIFIC (EX JAPAN) EQUITY FUND - INSTITUTIONAL SERVICE SHARES 12/21/12 LONG TERM CAPITAL GAINS @ 0 162 PER SHARE AS OF 12/21/12 (ID 003021-69-8)	2,819 644	0.162	457 49		
Total Settled Sales/Maturities/Redemptions					**$12,293.04**	**$0.00**	**$0.00**