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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

CHARLOTTE B PROEHL FOUNDATION R57240005

Number and street (or P.O. box number if mail is not delivered to street address)

10 S DEARBORN IL1-0117

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

CHICAGO, IL 60603

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation 04I Fair market value of all assets at
end of year (from Part II, col. (c), line
16) ▶ \$ 1,695,175.J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

30-6110496

B Telephone number (see instructions)

866-888-5157

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	42,499.	42,417.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	38,979.			
b Gross sales price for all assets on line 6a	330,925.			
7 Capital gain net income (from Part IV, line 2)		38,979.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	578.	-164.		STMT 1
12 Total. Add lines 1 through 11	82,056.	81,232.		
13 Compensation of officers, directors, trustees, etc.	16,386.	12,290.		4,097.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans/employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,935.	635.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23.	18,321.	12,925.	NONE	4,097.
25 Contributions, gifts, grants paid	78,000.			78,000.
26 Total expenses and disbursements. Add lines 24 and 25	96,321.	12,925.	NONE	82,097.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-14,265.			
b Net investment income (if negative, enter -0-)		68,307.		
c Adjusted net income (if negative, enter -0-)				

1/1/14 5

ENVELOPE
POSTMARK DATE
OCT 22 2015SCANNED NOV 03 2015
RevenueSCANNED NOV 20 2015
Operating and Administrative ExpensesRECEIVED
OCT 29 2015
OCCDEN UT
IRS-CSC

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		27,743.	20,650.	20,650.
	2	Savings and temporary cash investments		59,258.	100,534.	100,534.
	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 ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)		758,804.	794,895.	942,937.
	c	Investments - corporate bonds (attach schedule)		414,215.	363,565.	371,510.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)		294,352.	271,675.	258,624.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ LTD PARTNERSHIP)		1,080.	1,080.	920.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,555,452.	1,552,399.	1,695,175.	
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.					
	27	Capital stock, trust principal, or current funds		1,555,452.	1,552,399.	
	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)		1,555,452.	1,552,399.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,555,452.	1,552,399.	

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	1,555,452.
2	Enter amount from Part I, line 27a	2	-14,265.
3	Other increases not included in line 2 (itemize) ▶ RECOVERY OF CHARITABLE DISTRIBUTIONS	3	12,000.
4	Add lines 1, 2, and 3	4	1,553,187.
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO BASIS	5	788.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,552,399.

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 330,925.		291,946.	38,979.		
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			38,979.		
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	38,979.	
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.

(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))
2013	80,273.	1,670,781.	0.048045
2012	80,735.	1,607,656.	0.050219
2011	80,143.	1,653,702.	0.048463
2010	74,787.	1,616,439.	0.046267
2009	89,924.	1,517,818.	0.059246
2 Total of line 1, column (d)			2 0.252240
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 0.050448
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 1,724,695.
5 Multiply line 4 by line 3			5 87,007.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 683.
7 Add lines 5 and 6			7 87,690.
8 Enter qualifying distributions from Part XII, line 4 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.			8 82,097.

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)		1	1,366.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	1,366.
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	1,366.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	850.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	1,900.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,750.	
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	1,384.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 1,384. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JPMORGAN CHASE BANK, NA</u> Telephone no. <u>(866) 888-5157</u> Located at <u>10 S. DEARBORN, IL 1-0117, CHICAGO, IL</u> ZIP+4 <u>60603-2300</u>			
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. <u>15</u>			
16	At any time during calendar year 2014, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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)? <u></u> Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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 2014? <u></u>	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years <u></u>		
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) <u></u>	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. <u></u>		
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 2014 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 2014) <u></u>	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 2014?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**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** ☒

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 .N.A. 10 S DEARBORN ST; MC; IL 1-0117, CHICAGO, IL 60603	TRUSTEE 2	16,386.	-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**

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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		

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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	1,617,837.
b	Average of monthly cash balances	1b	133,122.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,750,959.
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	1,750,959.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,264.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,724,695.
6	Minimum investment return. Enter 5% of line 5	6	86,235.

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	86,235.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,366.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,366.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	84,869.
4	Recoveries of amounts treated as qualifying distributions	4	12,000.
5	Add lines 3 and 4	5	96,869.
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	96,869.

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	82,097.
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	82,097.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	82,097.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				96,869.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			77,876.	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>82,097.</u>			77,876.	
a Applied to 2013, but not more than line 2a				
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 2014 distributable amount				4,221.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				92,648.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	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 2014, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 address 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				
FIRST BAPTIST CHURCH PASTOR DEREK GENTLE TALLASSEE AL 36078-3934	NONE	PC	GENERAL	10,000.
ASSOC FOR COMM BRDCST-KUHT C/O UH OFFICE OF G ATTN LISA HOLDEMAN HOUSTON TX 77023-5668	NONE	PC	GENERAL	10,000.
HOUSTON AREA WOMENS CENTER INC 1010 WAUGH DRIVE HOUSTON TX 77019-3902	NONE	PC	GENERAL	15,000.
PALMER DRUG ABUSE PROGRAM THREE MEMORIAL CITY PLAZA HOUSTON TX 77021	NONE	PC	GENERAL	10,000.
HOUSTON FOOD BANK 535 PARTWALL STREET Houston TX 77029	NONE	PC	GENERAL	20,000.
CASA DE ESPERANZA DE LOS NINOS, INC P. O. BOX 66581 HOUSTON TX 77266	NONE	PC	GENERAL	13,000.
Total			3a	78,000.
b Approved for future payment				
Total			3b	

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. | | |

[illegible]

- 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.

Signature of officer or trustee VICE PRESIDENT | 10/16/2015
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 CAROLYN J. SECHSEL	Preparer's signature <i>Carolyn J. Sechsel</i>	Date 10/16/2015	Check ☐ if self-employed	PTIN P01256399
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114			Phone no. 312-486-9652	

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DEFERRED INCOME	578.	-164.
PARTNERSHIP INCOME		
	-----	-----
TOTALS	578.	-164.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	1,000.	
FEDERAL ESTIMATES - INCOME	300.	
FOREIGN TAXES ON QUALIFIED FOR	570.	570.
FOREIGN TAXES ON NONQUALIFIED	65.	65.
	-----	-----
TOTALS	1,935.	635.
	=====	=====

CHARLOTTE B PROEHL FOUNDATION R57240005
FORM 990PF, PART XV - LINES 2a - 2d
=====

30-6110496

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 PURPOSE OF ORGANIZATION, AMOUNT, PURPOSE OF REQUEST, AND COPY
IRS 501(C)(3) EXEMPTION LETTER

SUBMISSION DEADLINES:

OCTOBER 1ST

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 3



CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
As of 12/31/14

Account Summary

PRINCIPAL

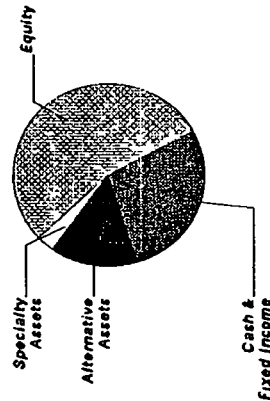
Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	914,891.13	942,936.54	28,045.41	10,472.48	56%
Alternative Assets	292,504.64	258,624.20	(33,880.44)	4,241.62	15%
Cash & Fixed Income	481,613.64	472,044.55	(9,569.09)	11,093.11	28%
Specialty Assets	1,000.00	920.00	(80.00)		1%
Market Value	\$1,690,009.41	\$1,674,525.29	(\$15,484.12)	\$25,807.21	100%

INCOME

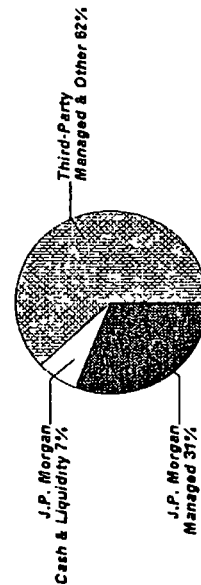
Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	27,742.88	20,650.30	(7,092.58)
Accruals	768.50	914.75	146.25
Market Value	\$28,511.38	\$21,565.05	(\$6,946.33)

* J.P. Morgan Managed includes (to the extent permitted under applicable law) mutual funds, other registered funds and hedge funds managed by J.P. Morgan and structured products issued by J.P. Morgan. J.P. Morgan Cash & Liquidity Funds includes cash, J.P. Morgan deposit sweeps and J.P. Morgan money market mutual funds. Third-Party Managed & Other includes mutual funds, exchange traded funds, hedge funds, and separately managed accounts managed by parties other than J.P. Morgan; structured products and exchange traded notes issued by parties other than J.P. Morgan, and other investments not managed or issued by J.P. Morgan. See important information about investment principles and conflicts in the disclosures section.

Asset Allocation



Manager Allocation *





CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
As of 12/31/14



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Account Summary CONTINUED

Cost Summary	Cost
Equity	794,895.17
Cash & Fixed Income	464,099.43
Total	\$1,258,994.60

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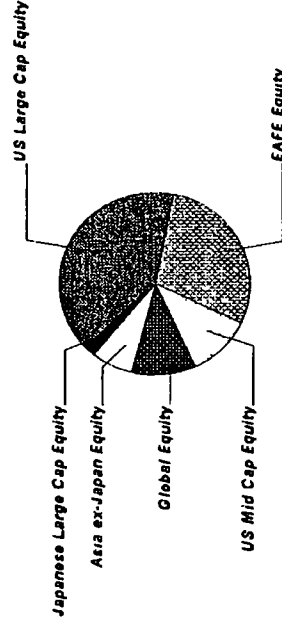


CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
As of 12/31/14

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	351,557.69	390,279.29	38,721.60	23%
US Mid Cap Equity	105,047.12	106,788.57	1,741.45	6%
EAFE Equity	282,700.06	261,997.72	(20,702.34)	16%
European Large Cap Equity	36,338.40	0.00	(36,338.40)	
Japanese Large Cap Equity	0.00	18,718.39	18,718.39	1%
Asia ex-Japan Equity	66,235.19	64,831.13	(1,404.06)	4%
Emerging Market Equity	34,958.64	0.00	(34,958.64)	
Global Equity	38,054.03	100,321.44	62,267.41	6%
Total Value	\$914,891.13	\$942,936.54	\$28,045.41	56%

Asset Categories



Equity as a percentage of your portfolio - 56 %

Market Value/Cost	Current Period Value
Market Value	942,936.54
Tax Cost	794,895.17
Unrealized Gain/Loss	148,041.37
Estimated Annual Income	10,472.48
Accrued Dividends	914.75
Yield	1.11%

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CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
As of 12/31/14



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Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
FMI LARGE CAP FUND	21.22	2,196.608	46,612.02	30,466.95	16,145.07	399.78	0.86%
LARGE CAP FD							
302833-20-5 FMIH X							
HARTFORD CAPITAL APPREC-I	37.15	1,332.418	49,499.33	41,225.00	8,274.33	358.42	0.72%
416649-30-9 ITHI X							
JPM EQ INC FD - SEL	14.27	1,881.229	26,845.14	16,291.44	10,553.70	519.21	1.93%
FUND 3128							
4812C0-49-8 HLIE X							
JPM LARGE CAP GRWTH FD - SEL	34.60	865.803	29,956.78	17,839.42	12,117.36		
FUND 3118							
4812C0-53-0 SEEG X							
JPM US LARGE CAP CORE PLUS FD - SEL	29.40	2,438.802	71,700.78	51,556.28	20,144.50	468.24	0.65%
FUND 1002							
4812A2-38-9 JLPS X							
SPDR S&P 500 ETF TRUST	205.54	806.000	165,665.24	124,245.10	41,420.14	3,091.01	1.87%
78462F-10-3 SPY						914.75	
Total US Large Cap Equity			\$390,279.29	\$281,624.19	\$108,655.10	\$4,836.66 \$914.75	1.24%
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF	144.80	300.000	43,440.00	33,950.49	9,489.51	582.60	1.34%
464287-50-7 IJH							

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CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
As of 12/31/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Mid Cap Equity							
JPM MKT EXP ENH INDEX FD - SEL FUND 3708	12.59	2,093,446	26,356.49	24,409.58	1,946.91	274.24	1.04%
4812C1-63-7 PGMI X							
PRUDENTIAL JENN M/C GROW-Z 74441C-80-8 PEGZ X	40.03	924,109	36,992.08	31,525.90	5,466.18		
Total US Mid Cap Equity			\$106,788.57	\$89,885.97	\$16,902.60	\$856.84	0.80%
EAFE Equity							
CAPITAL PRIVATE CLIENT SVCS CAP NON US EQT 14042Y-60-1 CNUS X	11.35	4,667,811	52,979.65	48,811.64	4,168.01	648.82	1.22%
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	42.11	1,395,666	58,771.50	56,882.41	1,889.09		
ISHARES MSCI EAFE INDEX FUND 454287-46-5 EFA	60.84	581,000	35,348.04	33,721.65	1,626.39	1,313.64	3.72%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	23.34	2,201,228	51,376.66	58,332.55	(6,955.89)		
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	9.42	6,743,298	63,521.87	59,778.46	3,743.41		
Total EAFE Equity			\$261,997.72	\$257,526.71	\$4,471.01	\$1,962.46	0.75%

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CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
As of 12/31/14



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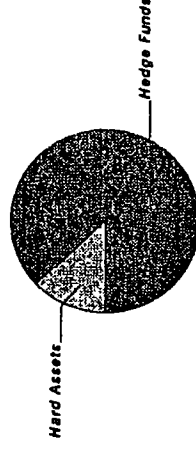
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10.78	1,736.400	18,718.39	17,364.00	1,354.39	883.82	4.72%
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	26.56	2,440.931	64,831.13	56,282.00	8,549.13	436.92	0.67%
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18.31	5,479.052	100,321.44	92,212.30	8,109.14	1,495.78	1.49%

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Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	221,125.03	222,333.69	1,208.66	13%
Hard Assets	71,379.61	36,290.51	(35,089.10)	2%
Total Value	\$292,504.64	\$258,624.20	(\$33,880.44)	15%

Asset Categories



Alternative Assets Detail

Alternative Assets as a percentage of your portfolio - 15 %

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GATEWAY FUND-Y 367829-88-4 GTEY X	29.57	1,859.465	54,984.38	50,918.10
GOLDMAN SACHS TR STRG INCM INST 38145C-64-6 GSZI X	10.28	3,271.571	33,631.75	34,874.95



CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
As of 12/31/14



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	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GOTHAM ABSOLUTE RETURN FUND 360873-13-7 GARI X	13.90	2,530.497	35,173.91	33,794.65
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11.64	4,074.001	47,421.37	50,787.13
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11.18	3,052.462	34,126.53	34,613.91
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	13.04	1,303.355	16,995.75	16,578.67
Total Hedge Funds			\$222,333.69	\$221,567.41

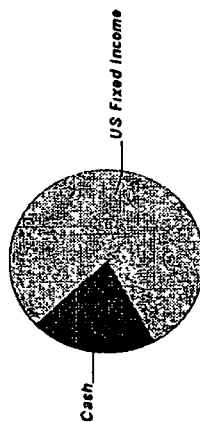
	Price	Quantity	Estimated Value	Cost	Est. Annual Income Accrued Income
Hard Assets					
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	7.65	4,743.857	36,290.51	50,107.24	1,968.70

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Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	59,257.98	100,534.16	41,276.18	6%
US Fixed Income	405,365.64	371,510.39	(33,855.25)	22%
Foreign Exchange & Non-USD Fixed Income	16,990.02	0.00	(16,990.02)	
Total Value	\$481,613.64	\$472,044.55	(\$9,569.09)	28%

Market Value/Cost	Current Period Value
Market Value	472,044.55
Tax Cost	464,099.43
Unrealized Gain/Loss	7,945.12
Estimated Annual Income	11,093.11
Yield	2.35%



Cash & Fixed Income as a percentage of your portfolio - 28 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	472,044.55	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	100,534.16	21%
Mutual Funds	371,510.39	79%
Total Value	\$472,044.55	100%



CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
As of 12/31/14

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	100,534.16	100,534.16	100,534.16		30.16	0.03% ¹
US Fixed Income							
JPM UNCONSTRAINED DEBT FD - SELECT FUND 2130 48121A-29-0	10.03	3,455.00	34,653.60	34,930.00	(276.40)	1,509.83	4.36%
JPM STRAT INC OPP FD - SEL FUND 3844 4812A4-35-1	11.72	3,219.15	37,728.48	33,087.60	4,640.88	598.76	1.59%
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10.86	7,175.04	77,920.91	76,376.78	1,544.13	652.92	0.84%
JPM CORE PLUS BD FD - INSTL FUND 3601 4812C2-38-7	8.32	10,237.72	85,177.83	81,449.19	3,728.64	3,071.31	3.61%
JPM INFLATION MGD BD FD - SEL FUND 2037 48121A-56-3	10.24	3,795.61	38,867.08	40,575.10	(1,708.02)	569.34	1.46%
DOUBLELINE TOTAL RET BD- 258620-10-3	10.97	5,825.49	63,905.58	66,013.88	(2,108.30)	3,110.80	4.87%

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CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
As of 12/31/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
FIDELITY ADV HIGH INC ADVA-I 315807-87-5	10.02	3,319.05	33,256.91	31,132.72	2,124.19	1,549.99	4.66%
Total US Fixed Income			\$371,510.39	\$363,565.27	\$7,945.12	\$11,062.95	2.98%



CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
As of 12/31/14

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Closely Held	1,000.00	920.00	(80.00)	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		Unrealized Gain/Loss	Est. Annual Inc.		Yield
				Original Cost			Accrued Div.		
Closely Held									
ALP LIQUIDATING TR	23.00	40 000	920.00	N/A **		N/A			
LTD PARTNERSHIP	12/31/13								
020990-05-7									

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