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SCANNED MAY 23 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

► Do not enter social security numbers on this form as it may be made public.

► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No. 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation **EDITH WINTHER GRACE CHARITABLE TRUST**
P19567000

A Employer identification number
27-6845218

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

Room/suite

B Telephone number (see instructions)

10 S DEARBORN IL1-0117

866-888-5157

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

CHICAGO, IL 60603

G Check all that apply

Initial return
Final return
Address change

Initial return of a former public charity
Amended return
Name change

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 ☐

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation

☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,576,404 .

J Accounting method: ☒ Cash ☐ Accrual

☐ Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	48,398.	48,398.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-5,623.			
	b Gross sales price for all assets on line 6a 366,107.				
	7 Capital gain net income (from Part IV, line 2) .				
	8 Net short-term capital gain				
Operating and Administrative Expenses	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)	5,321.	274.		STMT 1
	12 Total. Add lines 1 through 11	48,096.	48,672.		
	13 Compensation of officers, directors, trustees, etc. . .	30,619.	18,371.		12,248.
	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) STMT 2 .	3,863.	863.		
	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) STMT 3 .	54.	54.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	34,536.	19,288.	NONE	12,248.
	25 Contributions, gifts, grants paid	127,000.			127,000.
	26 Total expenses and disbursements Add lines 24 and 25	161,536.	19,288.	NONE	139,248.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements . .	-113,440.			
	b Net investment income (if negative, enter -0-)		29,384.		
	c Adjusted net income (if negative, enter -0-)				

3
P 16N

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	104,967.	7,410.	7,410.
	2	Savings and temporary cash investments		121,412.	121,412.
	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) . STMT 4	1,451,513.	1,353,652.	1,653,265.
	c	Investments - corporate bonds (attach schedule) . STMT 5	163,006.	188,756.	183,086.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule) STMT 6	600,919.	535,736.	610,568.
14		Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶ STMT 7)	3.	3.	663.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,320,408.	2,206,969.	2,576,404.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	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	2,320,408.	2,206,969.	
	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)	2,320,408.	2,206,969.	
31	Total liabilities and net assets/fund balances (see instructions)	2,320,408.	2,206,969.		

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	2,320,408.
2	Enter amount from Part I, line 27a	2	-113,440.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	1.
4	Add lines 1, 2, and 3	4	2,206,969.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,206,969.

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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 366,107.		371,730.	-5,623.		
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			-5,623.		
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	-5,623.	
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))
2014	132,815.	2,777,137.	0.047824
2013	117,043.	2,632,492.	0.044461
2012	120,928.	2,469,120.	0.048976
2011	33,420.	2,368,631.	0.014109
2010			
2 Total of line 1, column (d)			0.155370
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			0.038843
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			2,656,095.
5 Multiply line 4 by line 3			103,171.
6 Enter 1% of net investment income (1% of Part I, line 27b)			294.
7 Add lines 5 and 6			103,465.
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.			139,248.

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	294.
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	294.
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	294.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,424.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,424.	
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	1,130.	
11 Enter the amount of line 10 to be. Credited to 2016 estimated tax ☐ 800. Refunded ☐ 330.	11	330.	

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 2015 or the taxable year beginning in 2015 (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-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)? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

5b

6b

7b

X

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	30,619.	-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		-0-	-0-	-0-

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 N/A

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 N/A

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	2,541,144.
b	Average of monthly cash balances	1b	153,962.
c	Fair market value of all other assets (see instructions).	1c	1,437.
d	Total (add lines 1a, b, and c)	1d	2,696,543.
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	2,696,543.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	40,448.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,656,095.
6	Minimum investment return. Enter 5% of line 5	6	132,805.

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	132,805.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	294.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	294.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	132,511.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	132,511.
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	132,511.

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	139,248.
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	139,248.
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	294.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	138,954.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				132,511.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			125,699.	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>139,248.</u>				
a Applied to 2014, but not more than line 2a			125,699.	
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 2015 distributable amount				13,549.
e Remaining amount distributed out of corpus. . .	NONE			
5 Excess distributions carryover applied to 2015 . (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 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				118,962.
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 2010 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	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 2015, 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			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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).)

SEE ATTACHED DETAIL

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.

SEE ATTACHED DETAIL

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:

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

c Any submission deadlines:

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

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				
CHILD STUDY CENTER CHILDREN'S CARE FUND 1300 W LANCASTER AVE #100 FORT WORTH TX 7610	NONE	PC	GENERAL	10,000.
RIVER LEGACY FOUNDATION USING NATURE TO ENHAN 701 NW GREEN OAKS BLVD Arlingto TX 76006	NONE	PC	GENERAL	10,000.
VAN CLIBURN FOUNDATION INC 2525 RIDGMAR BLVD STE 307 FORT WORTH TX 7611	NONE	PC	GENERAL	100,000.
COMMUNITY ENRICHMENT CENTER 6250 NE LOOP 820 NORTH RICHLAND HILLS TX 761	NONE	PC	GENERAL	5,000.
DAY RESOURCE CENTER FOR THE HOMELESS 1415 E LANCASTER AVE Fort Worth TX 76102	NONE	PC	GENERAL	2,000.
Total			3a	127,000.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

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	48,398.		
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	-5,623.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b <u>DEFERRED INCOME</u>			14	1,734.		
c <u>TAX REFUND</u>			14	3,313.		
d <u>ROYALTY INCOME</u>			14	274.		
e _____						
12 Subtotal. Add columns (b), (d), and (e)				48,096.		
13 Total. Add line 12, columns (b), (d), and (e)				48,096.		

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TAX REFUND	3,313.	
DEFERRED INCOME	1,734.	
ROYALTY INCOME	274.	274.
	-----	-----
TOTALS	5,321.	274.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	3,000.	
FOREIGN TAXES ON QUALIFIED FOR	728.	728.
FOREIGN TAXES ON NONQUALIFIED	135.	135.
	-----	-----
TOTALS	3,863.	863.
	=====	=====

EDITH WINTHER GRACE CHARITABLE TRUST

27-6845218

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MINERAL INT-PRODUCTION TAX	19.	19.
MINERAL INT-AD VALOREM TAX	35.	35.
TOTALS	----- 54. =====	----- 54. =====

EDITH WINTHER GRACE CHARITABLE TRUST
FORM 990PF, PART II - CORPORATE STOCK
=====

27-6845218

DESCRIPTION

SEE ATTACHED

TOTALS

EDITH WINTHER GRACE CHARITABLE TRUST
FORM 990PF, PART II - CORPORATE BONDS
=====

27-6845218

DESCRIPTION

SEE ATTACHED

TOTALS

EDITH WINTHER GRACE CHARITABLE TRUST

27-6845218

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV

C OR F

DESCRIPTION

SEE ATTACHED

C

TOTALS

EDITH WINTHER GRACE CHARITABLE TRUST
 FORM 990PF, PART II - OTHER ASSETS
 =====

27-6845218

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
OIL & GAS ASSETS	3.	663.
ALTERNATIVE INVESTMENTS		
	-----	-----
	3.	663.
TOTALS	=====	=====



EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

Account Summary

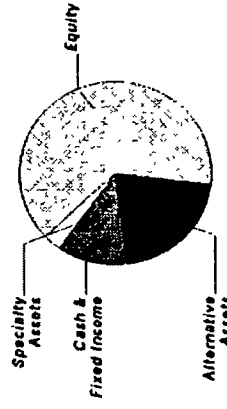
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,839,469.60	1,553,264.92	(186,204.68)	25,788.54	66%
Alternative Assets	595,782.57	510,567.74	(85,214.83)		21%
Cash & Fixed Income	245,954.39	304,497.55	58,543.16	4,802.31	12%
Specialty Assets	3.00	3.00	0.00		1%
Market Value	\$2,681,209.56	\$2,468,333.21	(\$212,876.35)	\$30,590.85	100%

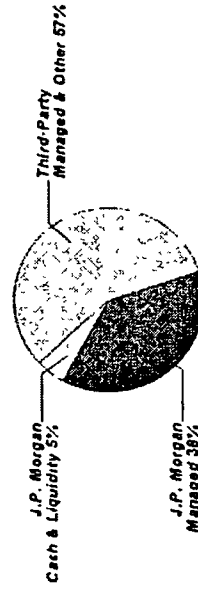
INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	19,103.87	7,410.37	(11,693.50)
Accruals	1,486.75	1,908.19	421.44
Market Value	\$20,590.62	\$9,318.56	(\$11,272.06)

Asset Allocation



Manager Allocation



* J.P. Morgan Managed includes mutual funds, other registered funds and hedge funds managed by J.P. Morgan and structured products issued by J.P. Morgan. Third-Party Managed & Other includes mutual funds, exchange traded funds, hedge funds, and separately managed accounts managed by parties other than J.P. Morgan; separately managed accounts managed by J.P. Morgan where a party other than J.P. Morgan is the appointed investment advisor; structured products and exchange traded notes issued by parties other than J.P. Morgan; investment conduits investing in non-J.P. Morgan managed hedge funds, where J.P. Morgan is solely administrator to the conduit, and other investments not managed or 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. See important information about investment principles and conflicts in the disclosures section



EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

Account Summary CONTINUED

PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	2,681,209.56	2,681,209.56
Additions	3,313.00	3,313.00
Withdrawals & Fees	(111,863.81)	(111,863.81)
Net Additions/Withdrawals	(\$108,550.81)	(\$108,550.81)
Income	12,395.42	12,395.42
Change In Investment Value	(116,720.96)	(116,720.96)
Ending Market Value	\$2,468,333.21	\$2,468,333.21
Accruals	--	--
Market Value with Accruals	--	--

INCOME

	Current Period Value	Year-to-Date Value
	19,103.87	19,103.87
	97,673.00	97,673.00
	(144,244.44)	(144,244.44)
	(\$46,571.44)	(\$46,571.44)
	34,877.94	34,877.94
	\$7,410.37	\$7,410.37
	1,908.19	1,908.19
	\$9,318.56	\$9,318.56

Tax Summary

	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	34,560.36	34,560.36
Interest Income	43.19	43.19
Taxable Income	\$34,603.55	\$34,603.55
Partnership/Alt Asset Distributions	12,395.42	12,395.42
Specialty Asset Income	274.39	274.39
Other Income & Receipts	\$12,669.81	\$12,669.81

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	29,956.97	29,956.97
ST Realized Gain/Loss	(18,025.55)	(18,025.55)
LT Realized Gain/Loss	(17,521.02)	(17,521.02)
Realized Gain/Loss	(\$5,589.60)	(\$5,589.60)

	To-Date Value
Unrealized Gain/Loss	\$293,942.90

J.P.Morgan



EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

Account Summary CONTINUED

Cost Summary	Cost
Equity	1,353,651.79
Cash & Fixed Income	310,167.78
Total	\$1,663,819.57

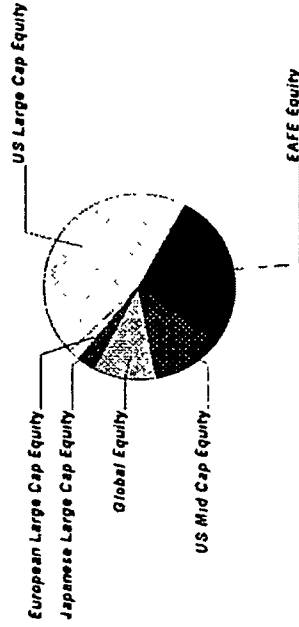


EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	749,440.14	752,096.82	2,656.68	30%
US Mid Cap Equity	230,194.50	209,677.40	(20,517.10)	8%
EAFE Equity	560,361.75	452,530.62	(107,831.13)	18%
European Large Cap Equity	0.00	24,690.60	24,690.60	1%
Japanese Large Cap Equity	30,366.19	45,921.73	15,555.54	2%
Asia ex-Japan Equity	86,520.60	0.00	(86,520.60)	
Emerging Market Equity	25,141.71	0.00	(25,141.71)	
Global Equity	157,444.71	168,347.75	10,903.04	7%
Total Value	\$1,839,469.60	\$1,653,264.92	(\$186,204.68)	66%

Market Value/Cost	Current Period Value
Market Value	1,653,264.92
Tax Cost	1,353,651.79
Unrealized Gain/Loss	299,613.13
Estimated Annual Income	25,788.54
Accrued Dividends	1,908.19
Yield	1.55%



Equity as a percentage of your portfolio - 66 %

0054073888031017411131
0064073067001001001131



EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
US Large Cap Equity							
BBH CORE SELECT FD-N 05528X-60-4 BBTE X	20.40	5,159,063	105,244.89	84,815.00	20,429.89		
JPM LARGE CAP GRWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	35.60	2,723,998	96,974.33	43,471.96	53,502.37		
JPM US EQ FD - INSTL FUND 1382 4812A1-14-2 JMUE X	13.80	6,674,652	92,110.20	61,083.35	31,026.85	1,027.89	1.12%
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NIMUL X	15.04	9,087,244	136,672.15	137,500.00	(827.85)	1,235.86	0.90%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	203.87	1,575,000	321,095.25	246,198.27	74,896.98	6,624.45 1,908.19	2.06%
Total US Large Cap Equity			\$752,096.82	\$573,068.58	\$179,028.24	\$8,888.20 \$1,908.19	1.18%
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	35.10	2,322,889	81,533.40	61,254.58	20,278.82	148.66	0.18%
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	160.18	800,000	128,144.00	62,954.34	65,189.66	2,039.20	1.59%
Total US Mid Cap Equity			\$209,677.40	\$124,208.92	\$85,468.48	\$2,187.86	1.04%

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EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
EAFE Equity							
ARTISAN INTL VALUE FD-ADV 04314H-66-7 APOK X	31.70	1,739,038	55,127.50	44,909.16	10,218.34		
BARC EAFE REN MAT 02/18/16 2X LEV. 10.57% CAP. 21.14% MAX INITIAL LEVEL-01/30/15 SX5E.3351.44 UKX.6749.40 TPX:1415.07 06741U-QC-1	101.25	55,000.000	55,687.50	54,450.00	1,237.50		
CAUSEWAY INTERNATL VAL-INST 14949P-20-8 CIVI X	14.08	3,952,969	55,657.80	63,800.92	(8,143.12)	1,087.06	1.95%
DODGE & COX INTL STOCK FD 256206-10-3 DODF X	36.48	2,480,474	90,487.69	79,429.79	11,057.90	2,083.59	2.30%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	58.72	1,340,000	78,684.80	82,744.93	(4,060.13)	2,170.80	2.76%
OAKMARK INTERNATIONAL-I 413838-20-2 OAKI X	21.36	2,654,240	56,694.57	65,798.62	(9,104.05)	1,316.50	2.32%
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	8.99	6,695,301	60,190.76	39,219.41	20,971.35		
Total EAFE Equity			\$452,530.62	\$430,352.83	\$22,177.79	\$6,657.95	1.47%
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	49.88	495,000	24,690.60	27,521.46	(2,830.86)	802.89	3.25%

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EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

	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	10.88	4,220 747	45,921.73	46,250 00	(328.27)	4,005 48	8.72%
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17.84	9,436.533	168,347.75	152,250 00	16,097.75	3,246.16	1.93%



EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	532,757.88	510,567.74	(22,190.14)	21%
Hard Assets	63,024.69	0.00	(63,024.69)	
Total Value	\$595,782.57	\$510,567.74	(\$85,214.83)	21%

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
JPM ACCESS MULTI-STRATEGY FUND II	15.32	33,320.449	510,567.74	535,735.94
RIC ENDOWMENTS & FOUNDATIONS & OTHER	11/30/15			
- AUTOMATIC REINVESTMENT				
N/O Client				
HFGAPB-WF-1				

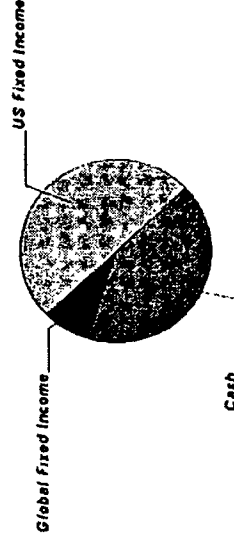
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EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	85,863.35	121,412.09	35,548.74	5%
US Fixed Income	160,091.04	158,338.70	(1,752.34)	6%
Global Fixed Income	0.00	24,746.76	24,746.76	1%
Total Value	\$245,954.39	\$304,497.55	\$58,543.16	12%



Market Value/Cost	Current Period Value
Market Value	304,497.55
Tax Cost	310,167.78
Unrealized Gain/Loss	(5,670.23)
Estimated Annual Income	4,802.31
Yield	1.57%

Cash & Fixed Income as a percentage of your portfolio - 12 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	304,497.55	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	121,412.09	39%
Mutual Funds	183,085.46	61%
Total Value	\$304,497.55	100%



EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

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	121,412.09	121,412.09	121,412.09		36.42	0.03%
US Fixed Income							
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10.81	7,389.38	79,878.21	81,430.98	(1,551.77)	724.15	0.91%
DOUBLELINE TOTL RET BND-I 258620-10-3	10.78	7,278.25	78,459.49	81,574.71	(3,115.22)	3,260.65	4.16%
Total US Fixed Income			\$158,338.70	\$163,005.69	(\$4,666.99)	\$3,984.80	2.52%
Global Fixed Income							
JOHN HANCOCK II-STR INC-I 47804A-13-0	10.36	2,388.68	24,746.76	25,750.00	(1,003.24)	781.09	3.16%

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EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	3.00	3.00	0.00	1%

Specialty Assets Detail

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
E SUTHERLAND SVY TARRANT CO TX	1.00						
SUTHERLAND, E 1438	1.00						
TARRANT, TEXAS							
MINERAL INTEREST							
Bearer							
997732-81-4							
Frio CO TX							
MINERAL INTEREST	1.00			(6.50)	(6.50)		(6.50)
Bearer	1.00						
997721-55-5							
440021785 ALLERKAMP				(6.50)	(6.50)		(6.50)
.015625 RI							
Frio CO, TX							
MI IN VAR UNITS MAYFIELD & W							
T WOLCOTT	1.00	274.39	(18.68)	(28.39)	227.32		227.32
KLEBERG CO, TX	1.00						
MINERAL INTEREST							
Bearer							
997721-55-6							

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EDITH GRACE CHARITABLE TRUST ACCT. P19567000
For the Period 1/1/15 to 12/31/15

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
440021786 MAYFIELD UNIT 20, 23 & 24 .0014475 RI KLEBERG CO. TX		251.35	(17.06)	(28.39)	205.90		205.90
440021787 CHILDS 14 & 22 .0014475 RI KLEBERG CO. TX		23.04	(1.62)		21.42		21.42
Total Value		\$274.39	(\$18.68)	(\$28.39)	\$227.32		\$227.32
Total Oil & Gas	\$3.00 \$3.00	\$274.39	(\$18.68)	(\$34.89)	\$220.82	\$0.00	\$220.82

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