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

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

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▶ 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 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		B Telephone number (see instructions) 866-888-5157						
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60603		C If exemption application is pending, check here. ☐						
G Check all that apply: <table border="1"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation. ☐
☐ 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		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) ▶ \$ 1,540,177.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐						
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	33,332.	33,329.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	30,108.			
	b Gross sales price for all assets on line 6a 972,469.				
	7 Capital gain net income (from Part IV, line 2)		30,108.		
	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)	-691.			STMT 1	
12 Total. Add lines 1 through 11	62,749.	63,437.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	16,029.	9,617.		6,411.
	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) . 2	2,261.	361.		
	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.	18,290.	9,978.	NONE	6,411.
	25 Contributions, gifts, grants paid	113,000.			113,000.
26 Total expenses and disbursements. Add lines 24 and 25	131,290.	9,978.	NONE	119,411.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-68,541.				
b Net investment income (if negative, enter -0-)		53,459.			
c Adjusted net income (if negative, enter -0-)					

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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 (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	20,650.	7,753.	7,753.
	2	Savings and temporary cash investments	100,534.	28,275.	28,275.
	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)	794,895.	839,683.	911,616.
	c	Investments - corporate bonds (attach schedule)	363,565.	423,987.	415,001.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less: accumulated depreciation ▶ (attach schedule)			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)	271,675.	183,065.	176,732.
14		Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶ (attach schedule)			
15		Other assets (describe ▶ LTD PARTNERSHIP)	1,080.	1,080.	800.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,552,399.	1,483,843.	1,540,177.
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	1,552,399.	1,483,843.	
	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)	1,552,399.	1,483,843.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,552,399.	1,483,843.	

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	1,552,399.
2	Enter amount from Part I, line 27a	2	-68,541.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,483,858.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	15.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,483,843.

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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 972,469.		942,361.	30,108.		
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			30,108.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	30,108.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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))
2014	82,097.	1,724,695.	0.047601
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
2 Total of line 1, column (d)			2 0.240595
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 0.048119
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 1,692,759.
5 Multiply line 4 by line 3			5 81,454.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 535.
7 Add lines 5 and 6			7 81,989.
8 Enter qualifying distributions from Part XII, line 4			8 119,411.

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)		1	535.
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	535.
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	535.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015.	6a 1,384.		
b Exempt foreign organizations - tax withheld at source.	6b NONE		
c Tax paid with application for extension of time to file (Form 8868).	6c 800.		
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.		7	2,184.
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	1,649.
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 536. Refunded ☐ 11		11	1,113.

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-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? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>JP MORGAN CHASE BANK, N.A.</u> Telephone no. ► <u>(866) 888-5157</u>		
Located at ► <u>10 S DEARBORN ST; MC; 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	15	
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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 2015 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 2015)	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 2015?	4b	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)? ☐ **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
JP MORGAN CHASE BANK, N.A. 10 S DEARBORN ST; MC, IL 1-0117, CHICAGO, IL 60603	TRUSTEE 2	16,029.	-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	1,595,297.
b	Average of monthly cash balances	1b	123,240.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,718,537.
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	1,718,537.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	25,778.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,692,759.
6	Minimum investment return. Enter 5% of line 5	6	84,638.

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	84,638.
2a	Tax on investment income for 2015 from Part VI, line 5 2a		535.
b	Income tax for 2015. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	535.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	84,103.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4.	5	84,103.
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	84,103.

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	119,411.
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	119,411.
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	535.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	118,876.

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				84,103.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only,			92,648.	
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>119,411.</u>				
a Applied to 2014, but not more than line 2a			92,648.	
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				26,763.
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				57,340.
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

1 a 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)

2 a 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 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	20,000.
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	18,000.
PALMER DRUG ABUSE PROGRAM THREE MEMORIAL CITY PLAZA HOUSTON TX 77021	NONE	PC	GENERAL	10,000.
CASA DE ESPERANZA DE LOS NINOS, INC P. O. BOX 66581 HOUSTON TX 77266	NONE	PC	GENERAL	15,000.
CHILD ADVOCATES, INC 3701 KIRBY DR #400 Houston TX 77098	NONE	PC	GENERAL	5,000.
HARRIS COUNTY DOMESTIC VIOLENCE COORDINATING 1310 PRAIRIE ST # 700, HOUSTON Houston TX 77	NONE	PC	GENERAL	10,000.
HOUSTON PUBLIC MEDIA 4343 ELGIN, HOUSTON Houston TX 77204	NONE	PC	GENERAL	10,000.
UNITED WAY OF GREATER HOUSTON COMMUNITY CAMPA 50 WAUGH DRIVE Houston TX 77007	NONE	PUBLIC CHA	GENERAL	15,000.
Total			3a	113,000.
b Approved for future payment				
Total			3b	

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	
		14	33,332.	
		18	30,108.	
		14	-691.	
			62,749.	

13 Total. Add line 12, columns (b), (d), and (e)	13	62,749
(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 -----
DEFERRED INCOME	-691.

TOTALS	-691.
	=====

CHARLOTTE B PROEHL FOUNDATION R57240005

30-6110496

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	1,900.	
FOREIGN TAXES ON QUALIFIED FOR	299.	299.
FOREIGN TAXES ON NONQUALIFIED	62.	62.
	-----	-----
TOTALS	2,261.	361.
	=====	=====

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



JPMorgan Chase Bank, N.A.
270 Park Avenue, New York, NY 10017-2014

CHARLOTTE B PROEHL FOUNDATION ACCT R57240005
For the Period 1/1/15 to 12/31/15

Fiduciary Account

J.P. Morgan Team

Jeffrey Griffin	T & E Officer	214/965-2904
Carol Romanoski	T & E Administrator	214/965-2216
Jeffrey Griffin	Client Service Team	866/836-9909
Carol Romanoski	Client Service Team	

Online access www.jpmorganonline.com

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Specialty Assets	12
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Client News

Please review the information about potential conflicts of interest at the end of your statement.

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

J.P.Morgan

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CHARLOTTE B PROEHL FOUNDATION ACCT R57240005
For the Period 1/1/15 to 12/31/15

Account Summary

PRINCIPAL

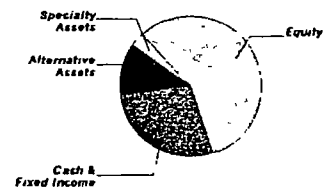
Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	942,936.54	911,616.30	(31,320.24)	17,957.87	59%
Alternative Assets	258,624.20	176,731.84	(81,892.36)	3,254.75	12%
Cash & Fixed Income	472,044.55	443,275.97	(28,768.58)	12,112.29	28%
Specialty Assets	920.00	800.00	(120.00)		1%
Market Value	\$1,674,525.29	\$1,532,424.11	(\$142,101.18)	\$33,324.91	100%

INCOME

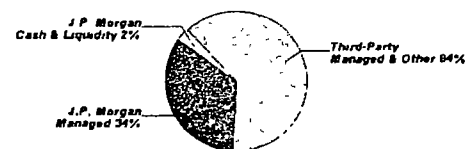
Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	20,650.30	7,752.97	(12,897.33)
Accruals	914.75	2,103.58	1,188.83
Market Value	\$21,565.05	\$9,856.55	(\$11,708.50)

* 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.

Asset Allocation



Manager Allocation *





CHARLOTTE B PROEHL FOUNDATION ACCT R57240005
For the Period 1/1/15 to 12/31/15

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL		INCOME	
	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Beginning Market Value	1,674,525.29	1,674,525.29	20,650.30	20,650.30
Additions			77,738.00	77,738.00
Withdrawals & Fees	(85,752.28)	(85,752.28)	(122,914.32)	(122,914.32)
Net Additions/Withdrawals	(\$85,752.28)	(\$85,752.28)	(\$45,176.32)	(\$45,176.32)
Income			32,278.99	32,278.99
Change In Investment Value	(56,348.90)	(56,348.90)		
Ending Market Value	\$1,532,424.11	\$1,532,424.11	\$7,752.97	\$7,752.97
Accruals	--	--	2,103.58	2,103.58
Market Value with Accruals	--	--	\$9,856.55	\$9,856.55

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	32,239.89	32,239.89
Interest Income	39.10	39.10
Taxable Income	\$32,278.99	\$32,278.99

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	13,235.86	13,235.86
ST Realized Gain/Loss	(17,101.31)	(17,101.31)
LT Realized Gain/Loss	33,971.88	33,971.88
Realized Gain/Loss	\$30,106.43	\$30,106.43

	To-Date Value
Unrealized Gain/Loss	\$56,614.59

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CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
For the Period 1/1/15 to 12/31/15

Account Summary CONTINUED

Cost Summary	Cost
Equity	839,683 13
Cash & Fixed Income	452,261 40
Total	\$1,291,944.53



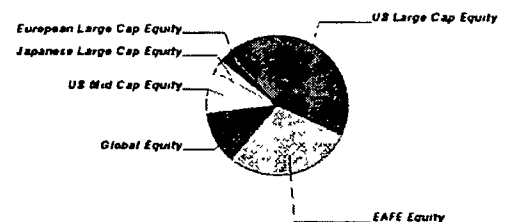
CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
For the Period 1/1/15 to 12/31/15

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	390,279.29	404,633.58	14,354.29	26%
US Mid Cap Equity	106,788.57	94,180.32	(12,608.25)	6%
EAFE Equity	261,997.72	253,683.99	(8,313.73)	17%
European Large Cap Equity	0.00	15,313.16	15,313.16	1%
Japanese Large Cap Equity	18,718.39	29,287.95	10,569.56	2%
Asia ex-Japan Equity	64,831.13	0.00	(64,831.13)	
Global Equity	100,321.44	114,517.30	14,195.86	7%
Total Value	\$942,936.54	\$911,616.30	(\$31,320.24)	59%

Market Value/Cost	Current Period Value
Market Value	911,616.30
Tax Cost	839,683.13
Unrealized Gain/Loss	71,933.17
Estimated Annual Income	17,957.87
Accrued Dividends	2,103.58
Yield	1.96%

Asset Categories



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CHARLOTTE B PROEHL FOUNDATION ACCT R57240005
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							
FMI LARGE CAP FD 302933-20-5 FMH X	18 61	2,196 608	40,878 87	30,466 95	10,411 92	456 89	1 12%
HARTFORD CAPITAL APPREC-I 416649-30-9 ITHI X	34 37	881 041	30,281 38	27,259 40	3,021 98	205 28	0 68%
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	26 81	2,438 802	65,384.28	51,556 28	13,828 00	151 20	0 23%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	203 87	1,315 000	268,089 05	230,771 61	37,317 44	5,530 89 1,593 19	2 06%
Total US Large Cap Equity			\$404,633 58	\$340,054.24	\$64,579 34	\$6,344.26 \$1,593.19	1.57%
US Mid Cap Equity							
ISHARES CORE S&P MIDCAP ETF 464287-50-7 IJH	139 32	676 000	94,180 32	91,794 22	2,386 10	1,470 30	1 56%
EAFE Equity							
CAPITAL GR NON US EQUITY 14042Y-60-1 CNUS X	11 18	4,153 367	46,434 64	42,859 52	3,575 12	552 39	1 19%
ISHA CURR HEDGED MSCI EAFE 46434V-80-3 HEFA	25 40	2,540 000	64,516.00	65,536 01	(1,020 01)	1,681 48 510 39	2 61%



CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
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							
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	58.72	1,635,000	96,007.20	99,326.54	(3,319.34)	2,648.70	2.76%
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	8.99	5,197,569	46,726.15	45,322.80	1,403.35		
Total EAFE Equity			\$253,683.99	\$253,044.87	\$639.12	\$4,882.57 \$510.39	1.93%
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	49.88	307,000	15,313.16	17,103.86	(1,790.70)	497.95	3.25%
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10.88	2,691,907	29,287.95	28,890.64	397.31	2,554.61	8.72%
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17.84	6,419,131	114,517.30	108,795.30	5,722.00	2,208.18	1.93%

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CHARLOTTE B PROEHL FOUNDATION ACCT R57240005
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	222,333.69	176,731.84	(45,601.85)	12%
Hard Assets	36,290.51	0.00	(36,290.51)	
Total Value	\$258,624.20	\$176,731.84	(\$81,892.36)	12%

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EQUINOX FDS TR IPM SYSTMATC I 29446A-71-0 EQIP X	9.89	3,194.204	31,590.68	32,517.00
EQUINOX CAMPBELL STRATEGY-I 29446A-81-9 EBSI X	11.00	2,961.344	32,574.78	35,005.18
GATEWAY FD-Y 367829-88-4 GTEY X	29.71	1,127.599	33,500.97	30,250.21
GOLDMAN SACHS STRAT INC-INST 38145C-64-6 GSZI X	9.62	3,271.571	31,472.51	34,874.95
GOTHAM ABSOLUTE RETURN-INS 360873-13-7 GARI X	12.31	2,530.497	31,150.42	33,794.65
PIMCO MTGE OPPORTUNITIES-P 72201U-64-6 PMZP X	10.93	1,504.344	16,442.48	16,623.00
Total Hedge Funds			\$176,731.84	\$183,064.99

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CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
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	100,534.16	28,274.62	(72,259.54)	2%
US Fixed Income	371,510.39	415,001.35	43,490.96	26%
Total Value	\$472,044.55	\$443,276.97	(\$28,768.58)	28%

Market Value/Cost	Current Period Value
Market Value	443,275.97
Tax Cost	452,261.40
Unrealized Gain/Loss	(8,985.43)
Estimated Annual Income	12,112.29
Yield	2.73%

Asset Categories



SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	443,275.97	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	28,274.62	6%
Mutual Funds	415,001.35	94%
Total Value	\$443,276.97	100%

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

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CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
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	28,274 62	28,274 62	28,274 62		8 48	0 03% ¹
US Fixed Income							
JPM STRAT INC OPP FD - SEL FUND 3844 4812A4-35-1	11 09	3,219 15	35,700 42	33,087 60	2,612 82	1,226 49	3 44%
JPM CORE BD FD - SEL FUND 3720 4812C0-38-1	11 54	10,331 93	119,230 48	120,367 00	(1,136 52)	2,789 62	2 34%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	6.84	4,471 00	30,581 61	34,292.54	(3,710 93)	1,886 76	6 17%
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10 81	6,103 60	65,979 91	65,117 66	862 25	598 15	0 91%
JPM UNCONSTRAINED DEBT FD - SELECT FUND 2130 48121A-29-0	9 63	6,484 99	62,450 41	64,533 00	(2,082.59)	2 457 80	3 94%
JPM INFLATION MGD BD FD - SEL FUND 2037 48121A-56-3	10 08	3,795 61	38,259 78	40,575 10	(2,315 32)	535 18	1 40%

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CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
For the Period 1/1/15 to 12/31/15

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
DOUBLELINE TOTL RET BND-I 258620-10-3	10 78	5,825.49	62,798 74	66,013 88	(3,215 14)	2,609 81	4 16 %
Total US Fixed Income			\$415,001 35	\$423,986.78	(\$8,985.43)	\$12,103.81	2.82 %



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CHARLOTTE B PROEHL FOUNDATION ACCT. R57240005
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
Closely Held	920 00	800 00	(120 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	20 00 12/31/14	40 000	800 00	N/A **	N/A		