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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 04-01-2015, and ending 03-31-2016

Name of foundation JOHN C PROCTOR ENDOWMENT		A Employer identification number 37-0662595
Number and street (or P O box number if mail is not delivered to street address) Room/suite 2724 W RESERVOIR BLVD		B Telephone number (see instructions) (309) 685-6580
City or town, state or province, country, and ZIP or foreign postal code PEORIA, IL 61615		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 27,520,385	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	124,018			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	22,444	22,444	22,444	
	4 Dividends and interest from securities				
	5a Gross rents	618,049	618,049	618,049	
	b Net rental income or (loss) <u>618,049</u>				
	6a Net gain or (loss) from sale of assets not on line 10	-123,326			
	b Gross sales price for all assets on line 6a <u>1,305,854</u>				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	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)	6,538,161	0	6,538,161		
12 Total. Add lines 1 through 11	7,179,346	640,493	7,178,654		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	278,807	24,451	231,675	47,132
	14 Other employee salaries and wages	3,899,708	19,630	3,180,730	718,978
	15 Pension plans, employee benefits	1,207,637	15,189	986,676	220,961
	16a Legal fees (attach schedule).	47,885	4,200	39,790	8,095
	b Accounting fees (attach schedule).	33,415	2,930	27,766	5,649
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	142,509	0	116,102	26,407
	19 Depreciation (attach schedule) and depletion	211,936	950	211,936	
	20 Occupancy	450,666	439	367,239	83,427
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	1,771,122	207	1,442,972	328,150
	24 Total operating and administrative expenses. Add lines 13 through 23	8,043,685	67,996	6,604,886	1,438,799
	25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25	8,043,685	67,996	6,604,886	1,438,799	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-864,339				
b Net investment income (if negative, enter -0-)		572,497			
c Adjusted net income (if negative, enter -0-)			573,768		

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		1,493,214	315,111	315,111
	2	Savings and temporary cash investments		219,931	178,902	178,902
	3	Accounts receivable ▶ <u>437,381</u>				
		Less allowance for doubtful accounts ▶ _____		1,992,439	437,381	437,381
	4	Pledges receivable ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).				
	7	Other notes and loans receivable (attach schedule) ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ <u>273,587</u>				
	Less accumulated depreciation (attach schedule) ▶ _____		1,323,463	273,587	25,726,230	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		153,086	60,140	60,140	
14	Land, buildings, and equipment basis ▶ <u>3,205,195</u>					
	Less accumulated depreciation (attach schedule) ▶ <u>2,429,213</u>		1,893,405	775,982	775,982	
15	Other assets (describe ▶ _____)		68,619	26,639	26,639	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		7,144,157	2,067,742	27,520,385	
Liabilities	17	Accounts payable and accrued expenses		118,913	137,800	
	18	Grants payable				
	19	Deferred revenue		23,695,730	20,442,064	
	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)		23,814,643	20,579,864		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		-18,920,485	-20,762,121	
	25	Temporarily restricted				
	26	Permanently restricted		2,249,999	2,249,999	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
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)		-16,670,486	-18,512,122		
31	Total liabilities and net assets/fund balances (see instructions)		7,144,157	2,067,742		

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 -16,670,486
2	Enter amount from Part I, line 27a	2 -864,339
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 -17,534,825
5	Decreases not included in line 2 (itemize) ▶ _____	5 977,297
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 -18,512,122

Part IV Capital Gains and Losses for Tax on Investment Income

	List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired	Date acquired	Date sold
		(b) P—Purchase D—Donation	(c) (mo, day, yr)	(d) (mo, day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	-123,326
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 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			
2013			
2012			
2011			
2010			
2	Total of line 1, column (d).		2
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
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.		4
5	Multiply line 4 by line 3.		5
6	Enter 1% of net investment income (1% of Part I, line 27b).		6
7	Add lines 5 and 6.		7
8	Enter qualifying distributions from Part XII, line 4.		8

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 page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here [X] and enter "N/A" on line 1
Date of ruling or determination letter 1988-01-19 (attach copy of letter if necessary—see instructions)
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-)
3 Add lines 1 and 2.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-
6 Credits/Payments
a 2015 estimated tax payments and 2014 overpayment credited to 2015
b Exempt foreign organizations—tax withheld at source.
c Tax paid with application for extension of time to file (Form 8868).
d Backup withholding erroneously withheld.
7 Total credits and payments Add lines 6a through 6d.
8 Enter any penalty for underpayment of estimated tax Check here [] if Form 2220 is attached
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded

Part VII-A Statements Regarding Activities

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?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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.
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation \$ 0 (2) On foundation managers \$ 0
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0
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.
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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
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.
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?
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.
8a Enter the states to which the foundation reports or with which it is registered (see instructions)
IL
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.
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
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of DONNA J MALONE Telephone no (309) 685-6580 Located at 2724 W RESERVOIR BLVD PEORIA IL ZIP+4 61615			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	No
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	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20		
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CHERYL DEYOUNG 208 W SOUTH ST BARTONVILLE, IL 61607	ASSISTANT DIRECTOR N 40 00	80,381	21,394	0
KRISTINA CARLSON 623 W SAVANNA CT DUNLAP, IL 61525	DIRECTOR OF BLDG/RES 40 00	96,994	0	0
PHYLLIS MCCABE 8618 S COATS RD GLASFORD, IL 61533	DIRECTOR OF NURSING 40 00	90,051	0	0

Total number of other employees paid over \$50,000. 0

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		

Total number of others receiving over \$50,000 for professional services. **0**

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 DURING THE COURSE OF THE YEAR, THE FOUNDATION PROVIDED A HOME FOR THE AGED THE AVERAGE NUMBER OF RESIDENTS DURING THE YEAR WAS 202	1,438,799
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	0
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 **0**

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	106,613
b	Average of monthly cash balances.	1b	1,103,579
c	Fair market value of all other assets (see instructions).	1c	27,542,062
d	Total (add lines 1a, b, and c).	1d	28,752,254
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	28,752,254
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	431,284
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,320,970
6	Minimum investment return. Enter 5% of line 5.	6	1,416,049

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	
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

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	1,438,799
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	515,054
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,953,853
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,953,853

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				
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ _____				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
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).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 organization 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) 2015	(b) 2014	(c) 2013	(d) 2012		
0				0	
85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	1,953,853	2,944,469	3,249,906	2,361,498	10,509,726
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	1,953,853	2,944,469	3,249,906	2,361,498	10,509,726

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. . .

944,033	1,000,418	1,017,587	969,143	3,931,181
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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 organization 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))

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

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 email 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	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Total ▶ 3a				0
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo., day, yr.)	(d) Date sold (mo., day, yr.)
WEST - 7421 BRITTANY LN	P	2013-09-26	2015-08-16
HEINZ - 1025 E NORWOOD	P	2014-08-25	2015-06-26
SAATHOFF - 932 TRAILCREEK	P	2014-09-22	2015-05-28
WALTZ - 4423 JEWELWOOD	P	2014-10-10	2015-04-13
THOMPSON - 2901 N SHERIDAN	P	2015-01-23	2015-07-24
JOHNSON - 6302 N FOX CHAPEL TRAIL	P	2014-12-22	2015-10-16
BENSING - 3900 N STABLE CT #109	P	2015-02-24	2015-06-19
THOMPSON - 1300 WHOLLY HEDGES	P	2015-03-10	2015-11-09
WENZEL - 4013 PARAMONT	P	2015-11-12	2015-12-29
LONG - 110 HOLLYCREST	P	2015-08-01	2016-03-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
153,090		232,387	-79,297
83,335		94,598	-11,263
127,787		129,785	-1,998
288,296		288,296	0
62,814		63,910	-1,096
208,011		240,094	-32,083
72,714		73,430	-716
107,122		102,853	4,269
106,586		107,728	-1,142
96,099		96,099	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-79,297
			-11,263
			-1,998
			0
			-1,096
			-32,083
			-716
			4,269
			-1,142
			0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRY C STONE MD 8913 N GALENA RD PEORIA, IL 61615	CHAIRMAN 1 00	0	0	0
ARLYN RUBASH 2908 W BROOKSIDE DR PEORIA, IL 61615	TRUSTEE 1 00	0	0	0
JOHN B WAHLFELD 116 E COVENTRY LN PEORIA, IL 61614	TRUSTEE 1 00	0	0	0
ANDREW P STONE C/O MCDERMOTT WILL EMERY LLP 227 W MONROE ST CHICAGO, IL 60606	TRUSTEE 1 00	0	0	0
DONNA MALONE 12040 DUBOIS RD BRIMFIELD, IL 61517	PRES/SEC/ASST TREASURER 40 00	190,900	22,701	0
AINDREA BALAGNA 1308 CAND-LIND CT PEKIN, IL 61554	EFFECTIVE 2016 ASST SEC/TREASURER 40 00	0	0	0
SALLY SARA K STONE 8913 N GALENA RD PEORIA, IL 61615	TRUSTEE 1 00	0	0	0
MARGARET HANLEY 11117 N BROOKHAVEN CT PEORIA, IL 61615	TRUSTEE 1 00	0	0	0
MICHAEL TOMLIN 20 TECUMSEH CT SPARLAND, IL 61615	FORMER ASST SEC/TREASURER 40 00	87,907	10,208	0
KEVIN RUBASH 1055 CHEROKEE RD WILMETTE, IL 60091	TRUSTEE 1 00	0	0	0

TY 2015 Accounting Fees Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	33,415	2,930	27,766	5,649

TY 2015 General Explanation Attachment

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Identifier	Return Reference	Explanation
STATEMENT REGARDING SELF DEALING	FORM 990-PF, PART VII-B, LINE 1	<p>COMMERCE BANCSHARES, WHICH MAY BE A DISQUALIFIED PERSON, PROVIDES THE ENDOWMENT, THROUGH ITS WHOLLY-OWNED SUBSIDIARY COMMERCE BANK, WITH CHECKING AND SAVINGS ACCOUNT SERVICES. SUCH SERVICES ARE BELIEVED NOT TO BE ACTS OF SELF-DEALING SINCE THEY ARE BELIEVED TO BE GENERAL BANK FUNCTIONS WITHIN THE MEANING OF REGULATION 53.4941(D)-2(C)(4). THE ENDOWMENT COMPENSATES ITS SECRETARY FOR THE PERFORMANCE OF PERSONAL SERVICES. SUCH PAYMENT IS NOT AN ACT OF SELF-DEALING UNDER CODE SECTION 4941(D)(2)(E), SINCE THE SERVICES ARE REASONABLE AND NECESSARY TO THE CARRYING OUT OF THE ENDOWMENT'S EXEMPT PURPOSE AND THE COMPENSATION IS NOT EXCESSIVE.</p>

Identifier	Return Reference	Explanation
STATEMENT REGARDING STATUS AS AN OPERATING FOUNDATION	FORM 990-PF, PART XIV	UNDER THE PROVISION OF SECTION 4942(J)(5) OF THE INTERNAL REVENUE CODE, JOHN C PROCTOR ENDOWMENT QUALIFIES AS A PRIVATE OPERATING FOUNDATION WITH THE ENACTMENT OF SECTION 4942(J)(5) BY THE REVENUE ACT OF 1978, LONG-TERM CARE FACILITIES SUCH AS JOHN C PROCTOR ENDOWMENT ARE NO LONGER REQUIRED TO MEET THE 85% DISTRIBUTION TEST JOHN C PROCTOR ENDOWMENT MEETS THE "ENDOWMENT TEST" REQUIREMENT FOR EXEMPTION, SINCE THE ORGANIZATION DISTRIBUTED AT LEAST 2/3 OF ITS MINIMUM INVESTMENT RETURN

Identifier	Return Reference	Explanation
STATEMENT REGARDING BUSINESS ACTIVITIES	FORM 990-PF, PART XVI-B	THE JOHN C PROCTOR ENDOWMENT WAS ESTABLISHED SO ADEQUATE CARE COULD BE PROVIDED FOR THE AGED TO ACCOMPLISH THESE OBJECTIVES, THOSE INDIVIDUALS WHO ARE RESIDENTS OF PROCTOR HOME MUST HELP PROVIDE SOME CAPITAL TO COVER EXPENDITURES THE GROSS RECEIPTS FROM BUSINESS ACTIVITIES, INCOME FROM PROGRAM SERVICES AND MISCELLANEOUS INCOME REPRESENT FUNDS PROVIDED BY RESIDENTS AND THUS CONTRIBUTE IMPORTANTLY TO THE ENDOWMENT'S EXEMPT PURPOSES

TY 2015 Investments - Land Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
REAL ESTATE	273,587	0	273,587	25,726,230

TY 2015 Investments - Other Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	AT COST	60,140	60,140

**TY 2015 Land, Etc.
Schedule**

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDINGS AND FURNISHINGS	3,205,195	2,429,213	775,982	775,982

TY 2015 Legal Fees Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	47,885	4,200	39,790	8,095

TY 2015 Other Assets Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVENTORY OF FARM CROPS	46,619	4,639	4,639
FOOD INVENTORY	22,000	22,000	22,000

TY 2015 Other Decreases Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Description	Amount
TRANSFER FROM RELATED ORGANIZATION	977,297

TY 2015 Other Expenses Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOOD	701,356	0	571,395	129,961
DRUGS & SKILLED NURSING SUPPLIES	36,856	0	30,027	6,829
MEDICAL AND DENTAL	879	0	716	163
SUPPLIES	206,117	0	167,923	38,194
INSURANCE	172,457	0	140,501	31,956
HOSPITAL AND AMBULANCE	1,959	0	1,596	363
CONSULTANT FEES	153,393	0	124,969	28,424
RESIDENT ACTIVITIES	25,974	0	21,161	4,813
MISCELLANEOUS	131,301	0	106,972	24,329
TELEPHONE/CABLE	27,157	0	22,125	5,032
REPAIRS AND MAINTENANCE	249,407	207	203,230	46,177
AUTO EXPENSE	13,042	0	10,625	2,417
DUES & SUBSCRIPTIONS	8,047	0	6,556	1,491
TRAINING	2,988	0	2,434	554
DISPOSAL SERVICES	40,189	0	32,742	7,447

TY 2015 Other Income Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GROSS SALES	6,217,633		6,217,633
MISCELLANEOUS INCOME	320,528		320,528

TY 2015 Taxes Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NURSING HOME TAXES	142,509	0	116,102	26,407

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2015

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990.

Name of the organization

JOHN C PROCTOR ENDOWMENT

Employer identification number

37-0662595

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization JOHN C PROCTOR ENDOWMENT	Employer identification number 37-0662595
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOROTHY BLACKBURN BLACKBURN CHARITA	\$ 10,633	Person <input checked="" type="checkbox"/>
	PO BOX 11356		Payroll <input type="checkbox"/>
	CLAYTON, MO 63105		Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
2	ESTHER DANIELS WILL - BEQUEST	\$ 50,000	Person <input checked="" type="checkbox"/>
	2724 W RESERVOIR BLVD		Payroll <input type="checkbox"/>
	PEORIA, IL 61615		Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
3	LOUISE HASSELBACHER	\$ 56,260	Person <input checked="" type="checkbox"/>
	2724 W RESERVOIR BLVD		Payroll <input type="checkbox"/>
	PEORIA, IL 61615		Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>

Name of organization
JOHN C PROCTOR ENDOWMENT

Employer identification number
37-0662595

Part II Noncash Property
(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____	_____ \$	_____

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____	_____ \$	_____

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____	_____ \$	_____

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____	_____ \$	_____

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____	_____ \$	_____

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____	_____ \$	_____

Name of organization
JOHN C PROCTOR ENDOWMENT

Employer identification number
37-0662595

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
.	_____	_____	_____
.	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
--	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
.	_____	_____	_____
.	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
--	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
.	_____	_____	_____
.	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
--	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
.	_____	_____	_____
.	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
--	_____