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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

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

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
CHARLOTTE B PROEHL FOUNDATION XXXXX0005

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 IL1-0111

Room/suite

B Telephone number (see instructions)
(800) 496-2583

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

☐ 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 ☐

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) ▶\$ 1,506,695

J Accounting method
☐ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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

Part I

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

(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 . . .

5a Gross rents

b Net rental income or (loss) _____

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 669,911

7 Capital gain net income (from Part IV, line 2) . . .

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)

12 Total. Add lines 1 through 11

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions) . . .

19 Depreciation (attach schedule) and depletion . . .

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses.
Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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	12,991	13,191	13,191
	2 Savings and temporary cash investments	28,351	47,171	47,171
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	760,729	753,204	854,319
	c Investments—corporate bonds (attach schedule)	456,362	530,142	520,078
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	166,037	74,810	71,376
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	1,080		560	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,425,550	1,418,518	1,506,695	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
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	1,425,550	1,418,518	
	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)	1,425,550	1,418,518		
31 Total liabilities and net assets/fund balances (see instructions) .	1,425,550	1,418,518		

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	1,425,550
2 Enter amount from Part I, line 27a	2	-6,505
3 Other increases not included in line 2 (itemize) ▶ _____	3	2,607
4 Add lines 1, 2, and 3	4	1,421,652
5 Decreases not included in line 2 (itemize) ▶ _____	5	3,134
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,418,518

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 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) 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	
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	45,792
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))
2017	76,919	1,634,465	0 047061
2016	91,357	1,540,516	0 059303
2015	118,876	1,692,759	0 070226
2014	82,097	1,724,695	0 047601
2013	80,273	1,670,781	0 048045

2 Total of line 1, column (d)	2	0 272236
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 054447
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	1,655,748
5 Multiply line 4 by line 3	5	90,151
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	765
7 Add lines 5 and 6	7	90,916
8 Enter qualifying distributions from Part XII, line 4	8	80,613

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	1,529
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	0
3	Add lines 1 and 2.	3	1,529
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,529
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	1,401
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	950
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	2,351
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	822
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 822 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

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 ► _____	13	Yes	
14	The books are in care of ► <u>JP MORGAN CHASE BANK NA</u> Telephone no ► <u>(800) 496-2583</u>			

Located at ► 10 S DEARBORN ST MC IL 1-0111 CHICAGO IL ZIP+4 ► 60603

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 2018, 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	Yes	No
	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.

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? ☐ 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		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 2018? ☐	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).	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 2018?	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		Yes	No
(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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ 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	(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 NA 10 S DEARBORN ST MC IL 1-0111 CHICAGO, IL 60603	TRUSTEE 2	16,533		
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				
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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	1,639,388
b	Average of monthly cash balances.	1b	40,996
c	Fair market value of all other assets (see instructions).	1c	578
d	Total (add lines 1a, b, and c).	1d	1,680,962
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	1,680,962
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	25,214
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,655,748
6	Minimum investment return. Enter 5% of line 5.	6	82,787

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	82,787
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	1,529
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,529
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	81,258
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	81,258
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	81,258

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	80,613
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	80,613
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	80,613

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				81,258
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			73,974	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.	0			
b From 2014.	0			
c From 2015.	0			
d From 2016.	0			
e From 2017.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 80,613				
a Applied to 2017, but not more than line 2a			73,974	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				6,639
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				74,619
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).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2014.	0			
b Excess from 2015.	0			
c Excess from 2016.	0			
d Excess from 2017.	0			
e Excess from 2018.	0			

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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))	
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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed JPMORGAN CHASE BANK NA PO BOX 227237 DALLAS, TX 752227237 (866) 300-6222	
b The form in which applications should be submitted and information and materials they should include NAME AND PURPOSE OF ORGANIZATION, AMOUNT, PURPOSE OF REQUEST, AND COPY IRS 501(C)(3) EXEMPTION LETTER	
c Any submission deadlines OCTOBER 1ST	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NONE	

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> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

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

b If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	*****	2019-09-04	*****	May the IRS discuss this return with the preparer shown below? (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	JACOB ZEHNDR		2019-09-04		P01564049
	Firm's name ▶ ERNST & YOUNG US LLP Firm's address ▶ 155 N WACKER DRIVE CHICAGO, IL 60606				

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	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 572 951 CAPITAL GR NON US EQUITY		2014-01-28	2018-01-23
1 1495 644 EQUINOX FDS TR IPM SYSTMATC I		2015-10-16	2018-01-23
1354 661 EQUINOX CAMPBELL STRATEGY-I			2018-01-23
659 241 FMI LARGE CAP FUND-INST		2008-09-24	2018-01-23
4623 27 JOHN HANCOCKINC FD - R6		2016-02-24	2018-01-23
1621 36 JPM GL RES ENH IDX FD - USD - R6 ISIN US48129C2070			2018-01-23
253 621 JPM US L/C CORE PL FD - USD - R6 ISIN US48129C6030		2007-08-24	2018-01-23
1201 415 T ROWE PR OVERSEAS STOCK-I		2016-07-20	2018-01-23
1831 884 PIMCO FDS PAC INVNT MGMT SER HIGH YLD FD INSTL CL		2016-02-24	2018-01-29
905 056 PIMCO SHORT TERM FUND INSTL		2018-01-23	2018-02-08

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
8,388		6,629	1,759
15,106		15,226	-120
14,969		16,303	-1,334
14,945		9,139	5,806
29,866		29,483	383
38,637		29,089	9,548
8,159		5,390	2,769
14,429		10,707	3,722
16,432		14,695	1,737
8,951		8,933	18

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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,759
			-120
			-1,334
			5,806
			383
			9,548
			2,769
			3,722
			1,737
			18

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	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
967 573 MFS EMERGING MKTS DEBT FD R6			2016-07-26	2018-02-13
1	572 423 VANGUARD TOTAL INTL BND-ADM		2017-04-11	2018-02-13
1982 078 PIMCO FDS PAC INVNT MGMT SER HIGH YLD FD INSTL CL			2016-02-24	2018-02-14
2128 024 JPM INFLATN MGD BND FD - USD - R6 ISIN US48121L8090			2011-07-28	2018-03-14
165 ISHARES MISC EAFE INDEX FUND				2018-06-07
259 ISHARES MISC EAFE INDEX FUND				2018-06-07
141 ISHARES MISC EAFE INDEX FUND			2015-11-19	2018-06-08
799 367 CHILTON STRATEGIC EUROPEAN EQUITIES FD			2018-01-23	2018-07-12
1 995 CHILTON STRATEGIC EUROPEAN EQUITIES FD			2016-12-08	2018-07-12
858 146 CRM LONG/SHORT OPPORTUNITIES FUND			2018-01-23	2018-07-12

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)
14,233		14,465	-232
12,330		12,427	-97
17,363		15,894	1,469
21,642		22,793	-1,151
11,604		10,716	888
18,243		16,683	1,560
9,900		8,614	1,286
8,801		8,833	-32
22		20	2
9,285		9,165	120

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	
			-232
			-97
			1,469
			-1,151
			888
			1,560
			1,286
			-32
			2
			120

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	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
25 311 CRM LONG/SHORT OPPORTUNITIES FUND		2016-12-07	2018-07-12
1 1606 683 EQUINOX CAMPBELL STRATEGY-I		2015-05-13	2018-07-12
182 ISHARES CORE MSCI EAFE ETF		2018-01-23	2018-08-14
8 ISHARES CORE MSCI EAFE ETF		2017-06-27	2018-08-14
209 043 JPM US L/C CORE PL FD - USD - R6 ISIN US48129C6030		2007-08-24	2018-08-23
1730 777 DOUBLELINE TOTL RET BND-I		2013-03-27	2018-08-29
1660 205 JPM INFLATN MGD BND FD - USD - R6 ISIN US48121L8090		2011-07-28	2018-10-01
372 741 CAPITAL GR NON US EQUITY		2014-01-28	2018-10-17
796 469 DODGE & INTERNATIONAL STOCK FUND		2016-09-22	2018-10-17
409 427 FMI LARGE CAP FUND-INST		2008-09-24	2018-10-17

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
274		253	21
15,537		18,702	-3,165
11,413		12,792	-1,379
502		488	14
6,750		4,443	2,307
18,052		19,714	-1,662
16,768		17,782	-1,014
4,786		4,313	473
33,332		31,126	2,206
9,077		5,676	3,401

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			21
			-3,165
			-1,379
			14
			2,307
			-1,662
			-1,014
			473
			2,206
			3,401

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	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
209 192 HARTFORD CAPITAL APPREC FD CL - F		2012-07-18	2018-10-17
1 3409 669 PIMCO SHORT TERM FUND INSTL			2018-10-17
1100 951 T ROWE PR OVERSEAS STOCK-I			2018-10-17
3275 082 GOLDMAN SACHS STRATEGIC INCOME FUND USD ISIN US38147X5317		2014-06-18	2018-10-23
1181 599 AQR LONG-SHORT EQUITY-R6		2017-02-07	2018-11-09
530 637 GMO SGM MAJOR MARKETS FD-VI		2018-01-23	2018-11-09
1504 344 PIMCO MTGE OPPORTUNITIES-IS		2015-11-06	2018-11-09
1294 13 CHILTON STRATEGIC EUROPEAN EQUITIES FD		2016-12-08	2018-12-07
186 94 BLACKSTONE ALT MULTI-STRAT- Y		2018-11-13	2018-12-10
207 808 DODGE & COX INCOME FUND		2017-11-17	2018-12-10

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)
8,238		6,477	1,761
33,756		33,679	77
11,582		9,700	1,882
30,426		34,766	-4,340
14,380		15,668	-1,288
16,593		17,251	-658
16,473		16,623	-150
12,126		13,058	-932
1,968		1,989	-21
2,768		2,872	-104

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			(I) 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	
			1,761
			77
			1,882
			-4,340
			-1,288
			-658
			-150
			-932
			-21
			-104

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	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
453 083 DOUBLELINE TOTL RET BND-I		2013-03-27	2018-12-10
1 243 551 EQUINOX FDS TR IPM SYSTMATC I		2015-10-16	2018-12-10
215 16 HARTFORD CAPITAL APPREC FD CL - F		2012-07-18	2018-12-10
330 575 JPM MULTI SECTOR INC FD - R6		2018-01-23	2018-12-10
121 8 JPM GL RES ENH IDX FD - USD - R6 ISIN US48129C2070		2015-08-26	2018-12-10
150 951 JPM US L/C CORE PL FD - USD - R6 ISIN US48129C6030		2007-08-24	2018-12-10
837 255 JPMORGAN CORE BOND FUND ULTRA		2015-06-30	2018-12-10
541 378 LORD ABBETT SHRT DUR INC-F3		2018-11-09	2018-12-10
519 312 PIMCO INVESTMENT GRADE CORPORATE BOND FUND		2018-01-30	2018-12-10
39 VANGUARD BD INDEX FD INC		2018-06-07	2018-12-10

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)
4,703		5,161	-458
2,411		2,479	-68
8,185		6,662	1,523
3,180		3,326	-146
2,574		2,149	425
4,415		3,208	1,207
9,394		9,762	-368
2,247		2,247	
5,136		5,411	-275
3,046		3,047	-1

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	
			-458
			-68
			1,523
			-146
			425
			1,207
			-368
			-275
			-1

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	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
614 075 VANGUARD TOTAL INTL BND-ADM			2018-07-17	2018-12-10
1 257 492 CHILTON STRATEGIC EUROPEAN EQUITIES FD			2016-12-08	2018-12-24
1205 732 DODGE & COX INCOME FUND				2018-12-28
1453 719 JPM MULTI SECTOR INC FD - R6			2018-01-23	2018-12-28
75 842 JPM MULTI SECTOR INC FD - R6			2015-08-26	2018-12-28
CAPITAL GAIN DIVIDENDS		P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
13,516		13,479	37
2,397		2,598	-201
15,964		16,650	-686
13,767		14,624	-857
718		740	-22
			20,152

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			37
			-201
			-686
			-857
			-22

Form 990PF Part XV Line 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>				
ASSOCIATION FOR COMMUNITY BROADCASTING ATTN STEPHANIE CARROLL 4343 ELGIN ST HOUSTON, TX 77204	NONE	PC	GENERAL	10,000
FIRST BAPTIST CHURCH PASTOR DEREK GENTLE 1279 FRIENDSHIP RD TALLASSEE, AL 360783934	NONE	PC	GENERAL	10,000
HOUSTON AREA WOMENS CENTER INC 1010 WAUGH DRIVE HOUSTON, TX 770193902	NONE	PC	GENERAL	15,000
Total ▶ 3a				74,000

Form 990PF Part XV Line 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>				
Northwest Assistance Ministries 15555 KUYKENDAHL RD Houston, TX 77090	NONE	PC	GENERAL	10,000
TEH COUNCIL ON RECOVERY POBOX 2768 HOUSTON, TX 77252	NONE	PC	GENERAL	15,000
THE VILLAGE LEARNING CENTER 3819 PLUM DRIVE KINGWOOD, TX 77339	NONE	PC	GENERAL	14,000
Total ► 3a				74,000

TY 2018 Investments Corporate Bonds Schedule

Name: CHARLOTTE B PROEHL FOUNDATION XXXXX0005

EIN: 30-6110496

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
258620103 DOUBLELINE TOTL RET	48,964	46,197
410227839 JOHN HANCOCK INCOME		
693390841 PIMCO FD PAC INV MGM	15,044	15,523
48121A290 JPM UNCONSTRAINED DE		
48121A563 JPM INFLATION MGD BD		
4812C0381 JPM CORE BD FD - SEL		
55273E640 MFS EMERGING MKTS DE		
256210105 DODGE & COX INCOME F	30,734	29,812
410227813 JOHN HANCOCKINC FD -		
48121L320 JPM UNCONSTRAINED DE	15,322	14,847
48121L809 JPMORGAN INFLATN MGD		
4812C0100 JPMORGAN CORE BOND-R	110,153	107,839
552746364 MFS EMERGING MKTS DE	16,670	15,254
92203J308 VANGUARD TOTAL INTL	119,874	119,538
722005816 PIMCO INVESTMENT GRA	63,538	61,418
808524870 SCHWAB U.S. TIPS ETF	16,882	16,721
921937827 VANGUARD SHORT-TERM	29,680	29,778
54401E143 LORD ABBETT SHRT DUR	30,647	30,647
83002G108 SIX CIRCLES ULTRA SH	32,634	32,504

TY 2018 Investments Corporate Stock Schedule

Name: CHARLOTTE B PROEHL FOUNDATION XXXXX0005

EIN: 30-6110496

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
115233579 BROWN ADV JAPAN ALPH	15,055	9,425
256206103 DODGE & COX INTL STO		
302933502 FMI LARGE CAP FUND-I	15,651	19,418
416649309 HARTFORD CAPITAL APP		
464287465 ISHARES MSCI EAFE IN	84,379	83,997
464287507 ISHARES CORE S&P MID		
14042Y601 CAPITAL GR NON US EQ	31,918	38,332
46637K513 JPM GLBL RES ENH IND		
4812A2389 JPM US LARGE CAP COR		
77956H757 T ROWE PRICE OVERSEA		
78462F103 SPDR S&P 500 ETF TRU	266,429	368,882
41664T719 HARTFORD CAPITAL APP		
46432F842 ISHARES CORE MSCI EA	48,779	44,000
48129C207 JPMORGAN GL RES ENH	57,263	65,115
48129C603 JPMORGAN US L/C CORE	38,514	43,219
77956H435 T ROWE PR OVERSEAS S	40,880	43,689
315911750 FIDELITY 500 INDEX F	46,672	44,940
46434G822 ISHARES INC MSCI JAP	17,414	13,686
46641Q696 JPMORGAN BETABUILDER	16,824	14,028
83002G306 SIX CIRCLES U.S. UNC	48,951	43,862
83002G405 SIX CIRCLES INTERNAT	24,475	21,726

TY 2018 Investments - Other Schedule**Name:** CHARLOTTE B PROEHL FOUNDATION XXXXX0005**EIN:** 30-6110496**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
367829884 GATEWAY FD-Y			
00771X435 CHILTON STRATEGIC EU			
12628J881 CRM LONG/SHORT OPPOR	AT COST	15,423	14,342
29446A710 EQUINOX FDS TR IPM S	AT COST	14,812	14,536
29446A819 EQUINOX CAMPBELL STR			
38145C646 GOLDMAN SACHS STRAT			
72201U638 PIMCO MTGE OPPORTUNI			
00191K500 AQR LONG-SHORT EQUIT			
09257V508 BLACKSTONE ALT MULTI	AT COST	30,905	29,888
25264S833 DIAMOND HILL LONG/SH	AT COST	13,670	12,610

TY 2018 Other Assets Schedule

Name: CHARLOTTE B PROEHL FOUNDATION XXXXX0005

EIN: 30-6110496

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
020990057 ALP LIQUIDATING TR L	1,080	0	560

TY 2018 Other Decreases Schedule**Name:** CHARLOTTE B PROEHL FOUNDATION XXXXX0005**EIN:** 30-6110496

Description	Amount
COST BASIS ADJUSTMENT	118
2018 TRANSACTION POSTED IN 2019	2,730
CHANGES TO FUND BALANCES	17
COST BASIS ADJUSTMENT	255
ROUNDING	14

TY 2018 Other Income Schedule**Name:** CHARLOTTE B PROEHL FOUNDATION XXXXX0005**EIN:** 30-6110496**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ALP INTEREST INCOME		12	
ALP OBI		-96	

TY 2018 Other Increases Schedule

Name: CHARLOTTE B PROEHL FOUNDATION XXXXX0005

EIN: 30-6110496

Description	Amount
2017 TRANSACTION POSTED IN 2018	2,607

TY 2018 Taxes Schedule**Name:** CHARLOTTE B PROEHL FOUNDATION XXXXX0005**EIN:** 30-6110496

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	2,500	0		0
FOREIGN TAXES ON QUALIFIED FOR	664	664		0
FOREIGN TAXES ON NONQUALIFIED	76	76		0