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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation FRED A. LENNON CHARITABLE TRUST		A Employer identification number 34-1761181
Number and street (or P O box number if mail is not delivered to street address) 29425 CHAGRIN BOULEVARD		B Telephone number (see instructions) (216) 839-0400
City or town, state, and ZIP code PEPPER PIKE, OH 44122		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 62,806,699.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc. received (attach schedule)					
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,927.	3,927.		ATCH 1
4 Dividends and interest from securities		1,592,410.	1,592,410.		ATCH 2
5a Gross rents					
b Net rental income or (loss)		-70,268.			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a 24,429,811.					
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)		100,789.	100,789.		ATCH 3
12 Total. Add lines 1 through 11		1,626,858.	1,697,126.		
13 Compensation of officers, directors, trustees, etc.		100,000.	23,329.		76,671.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 4		2,100.			
b Accounting fees (attach schedule) ATCH 5		5,575.			
c Other professional fees (attach schedule) *		336,949.	336,949.		
17 Interest, ATTACHMENT 7		294.	294.		
18 Taxes (attach schedule) (see instructions) **		976.	776.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 9		169,784.	127,204.		42,580.
24 Total operating and administrative expenses. Add lines 13 through 23		615,678.	488,552.		119,251.
25 Contributions, gifts, grants paid		2,368,999.			2,368,999.
26 Total expenses and disbursements. Add lines 24 and 25		2,984,677.	488,552.	0	2,488,250.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,357,819.			
b Net investment income (if negative, enter -0-)			1,208,574.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

*ATCH 6 JSA ** ATCH 8

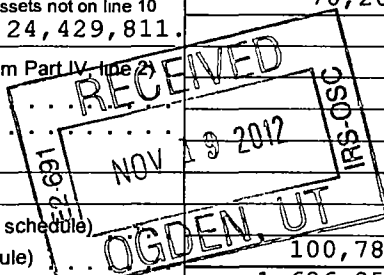
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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	522,223.	172,096.	172,096.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		* 500,000.	ATCH 10
		Less allowance for doubtful accounts ▶	500,000.	500,000.	500,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 11	48,803,307.	48,773,986.	49,578,702.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 12	14,168,861.	13,190,492.	12,555,901.
14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	63,994,391.	62,636,574.	62,806,699.	
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	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		62,636,574.	
	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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	63,994,391.		
	30	Total net assets or fund balances (see instructions)	63,994,391.	62,636,574.	
	31	Total liabilities and net assets/fund balances (see instructions)	63,994,391.	62,636,574.	

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	63,994,391.
2	Enter amount from Part I, line 27a	2	-1,357,819.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 13	3	2.
4	Add lines 1, 2, and 3	4	62,636,574.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	62,636,574.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
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	-70,268.	
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	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,556,347.	64,224,214.	0.039803
2009	3,035,035.	56,405,567.	0.053807
2008	2,336,849.	64,850,126.	0.036035
2007	3,277,010.	76,033,424.	0.043100
2006	4,686,716.	72,641,650.	0.064518
2 Total of line 1, column (d)			2 0.237263
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.047453
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 64,772,825.
5 Multiply line 4 by line 3			5 3,073,665.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,086.
7 Add lines 5 and 6			7 3,085,751.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 2,488,250.

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

1 a	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	24,171.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	24,171.
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	24,171.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	48,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	48,000.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	23,829.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 23,829. Refunded ☐ ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OH,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of THOMAS J JANOSCH Telephone no 216-839-0400 Located at 29425 CHAGRIN BLVD, SUITE 201 PEPPER PIKE, OH ZIP + 4 44122			
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 2011, 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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 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 2011)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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? **7b** ☐ 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
ATTACHMENT 14		100,000.	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 15		166,518.
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	65,412,053.
b	Average of monthly cash balances	1b	347,160.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	65,759,213.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	65,759,213.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	986,388.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	64,772,825.
6	Minimum investment return. Enter 5% of line 5	6	3,238,641.

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	3,238,641.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	24,171.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	24,171.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,214,470.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,214,470.
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	3,214,470.

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	2,488,250.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	2,488,250.
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	2,488,250.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,214,470.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011.				
a From 2006 1,170,703.				
b From 2007				
c From 2008				
d From 2009 248,310.				
e From 2010				
f Total of lines 3a through e	1,419,013.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 2,488,250.				
a Applied to 2010, 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 2011 distributable amount				2,488,250.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))	726,220.			726,220.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	692,793.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	444,483.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	248,310.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009 248,310.				
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 16				
Total			3a	2,368,999.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue.						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	3,927.		
4 Dividends and interest from securities			14	1,592,410.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income			14	100,789.		
8 Gain or (loss) from sales of assets other than inventory			18	-70,268.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue. a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				1,626,858.		
13 Total. Add line 12, columns (b), (d), and (e)					13	1,626,858.

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

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

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
23948216.		PNC PUBLICLY TRADED SECURITIES 24031476.				VAR -83,260.	12/31/2011
74,174.		CLANCO SG BRIC FUND				VAR 74,174.	12/31/2011
		ANGEL FUND LLC 1,286.				VAR -1,286.	12/31/2011
91,549.		FRONTIER CAPITAL APPREC FUND				VAR 91,549.	12/31/2011
5,513.		ANGEL FUND II				VAR 5,513.	12/31/2011
310,359.		FRONTIER CAPITAL APPREC FUND				VAR 310,359.	12/31/2011
		IVY MAPLEWOOD ASSOCIATES II 467,317.				VAR -467,317.	12/31/2011
TOTAL GAIN (LOSS)						<u>-70,268.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PNC BANK	3,927.	3,927.
TOTAL	<u>3,927.</u>	<u>3,927.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PNC BANK CUSTODIAL ACCOUNT INTEREST	1,517,180.	1,517,180.
FRONTIER CAPITAL APPRECIATION FUND	53,995.	53,995.
IVY MAPLEWOOD ASSOCIATES II LP INTEREST	62.	62.
CLANCO SG BRIC FUND LLC	21,173.	21,173.
TOTAL	<u>1,592,410.</u>	<u>1,592,410.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
IVY MAPLEWOOD SUBPART F INCOME	85,543.	85,543.
CLANCO SG BRIC OTHER INCOME	14,119.	14,119.
ANGEL FUND II	264.	264.
IVY MAPLEWOOD	1,314.	1,314.
MISCELLANEOUS PASS THROUGH INCOME	-451.	-451.
TOTALS	<u>100,789.</u>	<u>100,789.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	2,100.			
TOTALS	<u>2,100.</u>			

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING	5,575.			
TOTALS	5,575.			

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	290,420.	290,420.
INVESTMENT ADVISORY FEES	40,000.	40,000.
CUSTODIAL FEES	6,529.	6,529.
TOTALS	336,949.	336,949.

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE	294.	294.
TOTALS	294.	294.

ATTACHMENT 8

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OHIO FILING FEES	200.	
FOREIGN TAX PAID	776.	776.
TOTALS	976.	776.

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	166,518.	124,889.	41,629.
OFFICE EXPENSES	3,086.	2,315.	771.
ADMINISTRATIVE FEES	180.		180.
TOTALS	169,784.	127,204.	42,580.

ATTACHMENT 10FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: ANALIZA DX LLC
ORIGINAL AMOUNT: 250,000.
INTEREST RATE: 7.500000
DATE OF NOTE: 04/01/2007
MATURITY DATE: 04/01/2012
REPAYMENT TERMS: CASH
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: INVESTMENT
DESCRIPTION AND FMV OF CONSIDERATION: NONE

BEGINNING BALANCE DUE 500,000.

ENDING BALANCE DUE 500,000.

ENDING FAIR MARKET VALUE 500,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 500,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 500,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 500,000.

ATTACHMENT 11FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PNC PUBLICLY TRADED SECURITIES	48,803,307.	48,773,986.	49,578,702.
TOTALS	<u>48,803,307.</u>	<u>48,773,986.</u>	<u>49,578,702.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CLANCO SG BRIC FUND LLC	1,208,613.	1,240,919.	1,634,847.
NORTH COAST ANGEL FD LLC	73,398.	22,679.	22,679.
FRONTIER CAPITAL APPREC FD LP	6,161,480.	6,044,101.	6,596,345.
IVY MAPLEWOOD ASSOC	3,137,879.	1,932,708.	475,226.
GLENGARY LLC	187,467.	453,788.	453,788.
HARRIS OFFSHORE	3,400,024.	3,400,025.	3,266,495.
ANGEL FUND II		46,272.	46,273.
TERAVASC INC		50,000.	60,248.
TOTALS	<u>14,168,861.</u>	<u>13,190,492.</u>	<u>12,555,901.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

2.

TOTAL

2.

FRED A. LENNON CHARITABLE TRUST

34-1761181

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
NORBERT J TOBBE 29425 CHAGRIN BOULEVARD 201 PEPPER PIKE, OH 44122	TRUSTEE 2.00	25,000. 0
THOMAS J JANOSCH 29425 CHAGRIN BOULEVARD 201 PEPPER PIKE, OH 44122	TRUSTEE 6.00	25,000. 0
TIMOTHY RYAN 29425 CHAGRIN BOULEVARD 201 PEPPER PIKE, OH 44122	TRUSTEE 2.00	25,000. 0
ATHUR F ANTON 29425 CHAGRIN BOULEVARD 201 PEPPER PIKE, OH 44122	TRUSTEE 2.00	25,000. 0
GRAND TOTALS		100,000.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
CHRISTOPHER HITCHCOCK 29425 CHAGRIN BOULEVARD, SUITE 201 PEPPER PIKE, OH 44122	MANAGEMENT SERVICES	166,518.
<u>TOTAL COMPENSATION</u>		<u>166,518.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED

NONE
PUBLIC

UNRESTRICTED

2,368,999.

TOTAL CONTRIBUTIONS PAID

2,368,999.

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

► **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

FRED A. LENNON CHARITABLE TRUST

34-1761181

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 91,549.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-161,817.
--	-----------

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2011	Amount
ALS Association - Northeast Ohio Chapter	\$ 1,000
ALTA House	\$ 1,000
Alzheimer's Association - Cleveland Chapter	\$ 2,500
American Cancer Society - Cuyahoga Unit	\$ 2,500
American Heart Association	\$ 10,000
American Lung Association - Northeast Region	\$ 2,500
American Policy Roundtable	\$ 25,000
American Red Cross	\$ 1,000
Ashbrook Center of Public Affairs	\$ 100,000
Benedictine High School	\$ 5,000
BioEnterprise	\$ 30,000
Birthright Geauga, Inc	\$ 1,000
Boy Scouts of America - Gtr. Cleve	\$ 30,000
Boys & Girls Clubs	\$ 1,000
Boys Hope, Girls Hope	\$ 20,000
Buckeye Institute for Public Policy Solutions	\$ 20,000
Business Advisors of Cleveland	\$ 1,000
Business Volunteers Unlimited	\$ 5,000
Capital Research Center	\$ 30,000
Carmelite Sisters, Carmel of the Holy Family	\$ 2,500
Christ Child Society	\$ 1,000
Claremont Institute	\$ 5,000
Cleveland Baseball Federation	\$ 1,000
Cleveland Hearing & Speech Center	\$ 12,500
Cleveland Museum of Art	\$ 50,000
Cleveland Museum of Natural History	\$ 1,000
Cleveland Police Athletic League	\$ 1,000
Cleveland Public Library Inc , Friends of the	\$ 1,000
Cleveland Rowing Foundation	\$ 75,000
Cleveland Sight Center	\$ 33,333
Cleveland Zoological Society	\$ 1,000
Connections Health Wellness Advocacy	\$ 25,000
DDC Clinic for Special Needs Children	\$ 5,000
Diabetes Assoc of Grtr Cleveland	\$ 5,000
Donor's Trust	\$ 2,500
Downtown Cleveland Alliance	\$ 5,000
Economics America	\$ 5,000
Education & Research Institute	\$ 5,000
Education Action Group	\$ 12,500
Entrepreneurs 4 Sustainability	\$ 5,000
Evergreen Freedom Foundation	\$ 1,000
Fairhill Partners - Kinship Village	\$ 25,000
Flying Horse Farms camp	\$ 33,333
Foundation for Teaching Economics	\$ 5,000
Free Congress Foundation	\$ 5,000
Friends of Breakthrough (Citizen's Academy)	\$ 50,000
Fund for American Studies, The	\$ 2,500
Fund for Our Economic Future	\$ 33,333
Gathering Place	\$ 25,000
Gerson School Endowment - Applewood Ctr	\$ 1,000
Gesu Church	\$ 10,000
Gilmour Academy	\$ 50,000
Great Lakes Science Center	\$ 100,000
Great Lakes Theatre Festival	\$ 25,000
Heritage Foundation	\$ 25,000
Hiram College	\$ 30,000
Hiram House Camp	\$ 2,000
Holden Arboretum, The	\$ 1,000

Holy Family Home	\$ 2,500
Hopewell	\$ 15,000
Horizon Science Academy	\$ 25,000
Hospice of the Western Reserve	\$ 50,000
Huntington Disease Society	\$ 5,000
Ideastream (Fostering Collaboration)	\$ 15,000
Julie Billiard School	\$ 1,000
JumpStart	\$ 60,000
Junior Achievement	\$ 2,500
Keating Center Inc.	\$ 6,000
Laurel School	\$ 2,500
Leadership Institute	\$ 2,500
Leukemia & Lymphoma Society - Northern Ohio Chapter	\$ 1,000
Little Sisters of the Poor	\$ 2,000
Lyceum	\$ 5,000
Mary Queen of Peace School	\$ 20,000
Metro Catholic School	\$ 10,000
Nano-Network (Polymer Ohio, Nortech)	\$ 10,000
National Institute for Labor Relations Research	\$ 25,000
National Right to Work Legal Defense Fdn	\$ 25,000
NFIB Research Foundation	\$ 5,000
Nortech	\$ 30,000
Notre Dame - Cathedral Latin High School	\$ 5,000
Notre Dame College	\$ 10,000
Ohio Grantmakers Forum - Funders Collaborative	\$ 12,500
Our Lady of the Wayside	\$ 1,000
ParkWorks	\$ 10,000
Parmadale - St Anthony Village	\$ 2,500
PediaWorks	\$ 10,000
Playhouse Sq Fdn - Power of 3 - The Allen Theatre Project	\$ 50,000
Positive Education Program	\$ 12,500
Providence House	\$ 15,000
Rainey Institute	\$ 5,000
Recovery Resources	\$ 5,000
Ronald McDonald House of Cleveland	\$ 50,000
Saint Frances of Assisi Church	\$ 1,000
Saint Ignatius High School	\$ 1,000
Saint Rita's Church	\$ 1,000
Saint Vincent Charity Hospital - Rosary Hall	\$ 5,000
Salvation Army, The	\$ 5,000
Singing Angels, The	\$ 1,000
St Martin de Porres High School	\$ 50,000
Suicide Prevention Education Alliance	\$ 2,500
Teach For America	\$ 50,000
UH Hospitals - Rainbow Babies & Children	\$ 400,000
United States Industrial Council Educational Fdn	\$ 1,000
University Circle Inc.	\$ 2,500
University of Akron	\$ 250,000
Ursuline College	\$ 25,000
Ursuline Sisters of Cleveland	\$ 1,000
VATICAN OBSERVATORY FOUNDATION	\$ 50,000
Visiting Nurse Association	\$ 5,000
Volunteers of America (Patriot Packaging)	\$ 10,000
Washington Legal Foundation	\$ 5,000
Western Reserve Historical Society	\$ 2,500
Western Reserve Public Media	\$ 5,000
WIRE-Net	\$ 10,000
Youth Opportunities Unlimited	\$ 10,000
total	\$ 2,368,999

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	FRED A. LENNON CHARITABLE TRUST		☒ X	Employer identification number (EIN) or 34-1761181
	Number, street, and room or suite no. If a P O box, see instructions		☐	Social security number (SSN)
	29425 CHAGRIN BOULEVARD			
City, town or post office, state, and ZIP code For a foreign address, see instructions		PEPPER PIKE, OH 44122		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **THOMAS J JANOSCH**

Telephone No **216 839-0400**

FAX No

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **11/15, 2012**

5 For calendar year **2011**, or other tax year beginning **20**, and ending **20**

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension **INCOME FOR THE YEAR ENDED DECEMBER 31, 2011 CANNOT YET BE DETERMINED. SEVERAL INVESTMENT PARTNERSHIPS HAVE NOT YET FINALIZED K-1'S FOR 2011 AND THE INCOME FOR 2011 IS STILL UNKNOWN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	59,505.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	59,505.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature

Title **C.P.A.**

Date **08/10/2012**

Form **8868** (Rev 1-2012)