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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2011

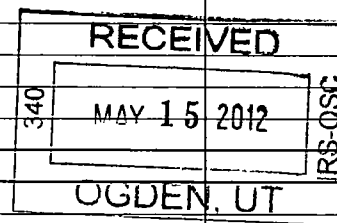
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>LEA CHARITABLE TRUST</b>		A Employer identification number <b>36-3486285</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1500 PRIMROSE LANE</b>	Room/suite	B Telephone number <b>(847) 724-6810</b>
City or town, state, and ZIP code <b>GLENVIEW, IL 60026</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>8,523,565.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	779,529.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18.	11.		STATEMENT 2
	4 Dividends and interest from securities	79,772.	77,925.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	225,983.			STATEMENT 1
	b Gross sales price for all assets on line 6a	5,006,734.			
	7 Capital gain net income (from Part IV, line 2)		1,750,234.		
	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)					
11 Other income					
12 Total Add lines 1 through 11	1,085,302.	1,828,170.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4	3,500.	1,000.	2,500.
	c Other professional fees	STMT 5	45,110.	45,110.	0.
	17 Interest				
	18 Taxes	STMT 6	12,914.	9,133.	3,781.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		4,019.	1,000.	3,019.
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23		65,543.	56,243.	9,300.
	25 Contributions, gifts, grants paid		284,500.		284,500.
26 Total expenses and disbursements. Add lines 24 and 25		350,043.	56,243.	293,800.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		735,259.			
b Net investment income (if negative, enter -0-)			1,771,927.		
c Adjusted net income (if negative, enter -0-)			N/A		



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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	147,856.	2,023,040.	2,023,040.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	4,537,181.	3,319,088.	4,427,290.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	2,157,509.	2,235,677.	2,073,235.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)	6,842,546.	7,577,805.	8,523,565.	
<b>Liabilities</b>	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			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	704,943.	704,943.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	6,137,603.	6,872,862.		
30 <b>Total net assets or fund balances</b>	6,842,546.	7,577,805.		
31 <b>Total liabilities and net assets/fund balances</b>	6,842,546.	7,577,805.		

**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	6,842,546.
2 Enter amount from Part I, line 27a	2	735,259.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,577,805.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,577,805.

**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			
b <b>SEE ATTACHED STATEMENTS</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 <b>5,006,734.</b>		<b>3,256,500.</b>	<b>1,750,234.</b>

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			<b>1,750,234.</b>

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<b>1,750,234.</b>
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). If (loss), enter -0- in Part I, line 8		3	<b>N/A</b>

**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))
2010	<b>377,219.</b>	<b>6,851,461.</b>	<b>.055057</b>
2009	<b>348,274.</b>	<b>6,709,339.</b>	<b>.051909</b>
2008	<b>339,201.</b>	<b>7,906,049.</b>	<b>.042904</b>
2007	<b>485,633.</b>	<b>8,902,158.</b>	<b>.054552</b>
2006	<b>355,640.</b>	<b>8,180,830.</b>	<b>.043472</b>

2 Total of line 1, column (d)	2	<b>.247894</b>
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	<b>.049579</b>
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	<b>8,034,305.</b>
5 Multiply line 4 by line 3	5	<b>398,333.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>17,719.</b>
7 Add lines 5 and 6	7	<b>416,052.</b>
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	<b>293,800.</b>

**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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	35,439.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	35,439.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	35,439.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 6,640.	7	6,640.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	28,799.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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		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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
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

**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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>L. BATES LEA</u> Telephone no. ► <u>847-724-6810</u> Located at ► <u>1500 PRIMROSE LANE, GLENVIEW, IL</u> ZIP+4 ► <u>60026</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

**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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
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
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> 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.)	<u>N/A</u>	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

**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)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	7,071,207.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,085,448.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	8,156,655.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	8,156,655.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	122,350.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	8,034,305.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	401,715.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	401,715.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	35,439.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	35,439.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	366,276.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	366,276.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	366,276.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	293,800.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	293,800.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	293,800.

**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				366,276.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	65,991.			
c From 2008				
d From 2009	14,425.			
e From 2010	47,892.			
f Total of lines 3a through e	128,308.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 293,800.				
a Applied to 2010, but not more than line 2a			0.	
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 2011 distributable amount				293,800.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	72,476.			72,476.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	55,832.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	55,832.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	7,940.			
d Excess from 2010	47,892.			
e Excess from 2011				

N/A

- ▶

☐ 4942(i)(3) or ☐ 4942(i)(5)

- [illegible]

### 1 Information Regarding Foundation Managers:

- NONE

N/A

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a</b> Paid during the year				
A CALL TO COLLEGE 314 GRANVILLE ROAD NEWARK, OH 43055	N/A	PUBLIC	GENERAL SUPPORT	10,000.
AMERICAN RED CROSS 2200 WEST HARRISON CHICAGO, IL 60612	N/A	PUBLIC	GENERAL SUPPORT	1,000.
ART INSTITUTE OF CHICAGO 111 SOUTH MICHIGAN AVENUE CHICAGO, IL 606036404	N/A	PUBLIC	GENERAL SUPPORT	5,000.
BETTY'S LOVE P.O. BOX 312 LA GRANGE, IL 60525	N/A	PUBLIC	GENERAL SUPPORT	2,000.
CANCER CENTER, NORTHWESTERN UNIVERSITY 750 NORTH LAKE SHORE DRIVE, 9TH FLOOR CHICAGO, IL 60611	N/A	PUBLIC	GENERAL SUPPORT	50,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>284,500.</b>
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>				<b>0.</b>

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	N/A	PUBLIC	GENERAL SUPPORT	5,000.
CHICAGO HOUSE & SOCIAL SERVICE AGENCY 1925 N. CLYBOURN, SUITE 401 CHICAGO, IL 606144946	N/A	PUBLIC	GENERAL SUPPORT	40,000.
CONNEMARA CONSERVANCY 10005 TECHNOLOGY BOULEVARD W DALLAS, TX 7520-4316	N/A	PUBLIC	GENERAL SUPPORT	1,500.
DENISON UNIVERSITY P.O. BOX 716 GRANVILLE, OH 43023	N/A	PUBLIC	GENERAL SUPPORT	1,000.
GLEN VIEW CLUB SCHOLARSHIP FUND 100 GOLF ROAD GOLF, IL 60029	N/A	PUBLIC	GENERAL SUPPORT	5,000.
GLENVIEW COMMUNITY CHURCH 1000 ELM STREET GLENVIEW, IL 60025	N/A	PUBLIC	GENERAL SUPPORT	16,000.
HABITAT FOR HUMANITY 11145 TAMiami Trl E NAPLES, FL 34113	N/A	PUBLIC	GENERAL SUPPORT	5,000.
HERITAGE HILL STATE HISTORICAL PARK 2640 SOUTH WEBSTER AVENUE GREEN BAY, WI 54301	N/A	PUBLIC	GENERAL SUPPORT	1,000.
KAPPA KAPPA GAMMA FOUNDATION P.O. BOX 38 COLUMBUS, OH 43216-0038	N/A	PUBLIC	GENERAL SUPPORT	1,000.
M.I.T. 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 021394307	N/A	PUBLIC	GENERAL SUPPORT	10,000.
<b>Total from continuation sheets</b>				<b>216,500.</b>

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
METROPOLITAN FAMILY SERVICES ONE NORTH DEARBORN CHICAGO, IL 60602	N/A	PUBLIC	GENERAL SUPPORT	5,000.
PHILHARMONIC CENTER FOR THE ARTS 5833 PELICAN BAY BLVD NAPLES, FL 34108	N/A	PUBLIC	GENERAL SUPPORT	5,000.
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN ROAD HIGHLAND PARK, IL 60035	N/A	PUBLIC	GENERAL SUPPORT	6,000.
SOUTHERN METHODIST UNIVERSITY PO BOX 750402 DALLAS, TX 752750402	N/A	PUBLIC	GENERAL SUPPORT	35,000.
STRINGS MUSIC FESTIVAL P.O. BOX 774627 STEAMBOAT SPRINGS, CO 80477	N/A	PUBLIC	GENERAL SUPPORT	25,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 9000 ANN ARBOR, MI 481091288	N/A	PUBLIC	GENERAL SUPPORT	20,000.
VANDERBILT UNIVERSITY 2201 WEST END AVENUE NASHVILLE, TN 37240	N/A	PUBLIC	GENERAL SUPPORT	10,000.
YAMPA VALLEY COMMUNITY FOUNDATION P.O. BOX 881869 STEAMBOAT SPRINGS, CO 80488	N/A	PUBLIC	GENERAL SUPPORT	25,000.
Total from continuation sheets				







LEA CHARITABLE TRUST

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	3,000 SHS TARGET CORP	P	06/20/02	01/07/11
b	6,000 SHS VCA ANTECH INC	P	09/02/04	01/14/11
c	1,000 SHS VCA ANTECH INC	P	11/16/09	01/14/11
d	1,700 SHS VISA INC-CLASS A SHARES	P	03/24/08	02/08/11
e	400 SHS VISA INC-CLASS A SHARES	P	06/23/09	02/08/11
f	2,000 SHS FASTENAL CO	P	08/22/05	02/09/11
g	3,000 SHS PEPSICO INC	P	08/26/02	04/21/11
h	4,241 SHS KNIGHT TRANSPORTATION INC	D	01/24/97	07/13/11
i	10,425 SHS KNIGHT TRANSPORTATION INC	D	06/10/04	07/13/11
j	6,000 SHS FISERV INC	P	10/30/03	08/10/11
k	1,800 SHS NORTHERN TRUST CORP	P	04/23/09	09/20/11
l	1,100 SHS NORTHERN TRUST CORP	P	05/14/09	09/20/11
m	500 SHS EOG RESOURCES INC	P	11/09/09	09/28/11
n	500 SHS EOG RESOURCES INC	P	11/10/09	09/28/11
o	900 SHS EOG RESOURCES INC	P	01/15/10	09/28/11

(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 164,772.		106,089.	58,683.
b 146,677.		123,706.	22,971.
c 24,446.		20,618.	3,828.
d 126,507.		106,006.	20,501.
e 29,766.		24,943.	4,823.
f 125,094.		1,612.	123,482.
g 202,005.		153,713.	48,292.
h 73,325.		27,517.	45,808.
i 180,245.		82,943.	97,302.
j 327,623.		241,673.	85,950.
k 64,449.		99,010.	-34,561.
l 39,386.		60,506.	-21,120.
m 38,627.		47,333.	-8,706.
n 38,627.		47,333.	-8,706.
o 69,529.		85,199.	-15,670.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			58,683.
b			22,971.
c			3,828.
d			20,501.
e			4,823.
f			123,482.
g			48,292.
h			45,808.
i			97,302.
j			85,950.
k			-34,561.
l			-21,120.
m			-8,706.
n			-8,706.
o			-15,670.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

## LEA CHARITABLE TRUST

**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	10,000 SHS BP PLC-SPONS ADR	D	04/30/04	10/27/11
b	600 SHS MONOLITHIC POWER SYSTEMS INC	P	05/27/11	10/27/11
c	1,200 SHS MONOLITHIC POWER SYSTEMS INC	P	05/31/11	10/27/11
d	900 SHS MONOLITHIC POWER SYSTEMS INC	P	05/31/11	10/27/11
e	1,200 SHS MONOLITHIC POWER SYSTEMS INC	P	06/01/11	10/27/11
f	7,900 SHS PAYCHEX INC	D	03/18/85	10/27/11
g	8,100 SHS PAYCHEX INC	D	03/18/85	10/27/11
h	6,868 SHS PAYCHEX INC	D	03/18/85	10/27/11
i	1,542 SHS PAYCHEX INC	D	03/18/85	10/27/11
j	4,000 SHS ALIGN TECHNOLOGY INC	P	05/20/11	10/28/11
k	2,500 SHS MONOLITHIC POWER SYSTEMS INC	P	06/01/11	10/28/11
l	1,100 SHS MONOLITHIC POWER SYSTEMS INC	P	06/02/11	10/28/11
m	500 SHS MONOLITHIC POWER SYSTEMS INC	P	06/02/11	10/28/11
n	2,700 SHS MSCI INC-A	P	09/30/10	11/03/11
o	800 SHS MSCI INC-A	P	12/09/10	11/03/11

(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 456,863.		70,000.	386,863.
b 7,691.		10,180.	-2,489.
c 15,383.		20,359.	-4,976.
d 11,537.		15,269.	-3,732.
e 15,383.		20,359.	-4,976.
f 236,625.		1,743.	234,882.
g 242,615.		1,787.	240,828.
h 205,714.		1,515.	204,199.
i 46,187.		340.	45,847.
j 92,147.		97,419.	-5,272.
k 30,194.		42,415.	-12,221.
l 13,286.		18,663.	-5,377.
m 6,039.		8,483.	-2,444.
n 88,654.		95,062.	-6,408.
o 26,268.		28,167.	-1,899.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			386,863.
b			-2,489.
c			-4,976.
d			-3,732.
e			-4,976.
f			234,882.
g			240,828.
h			204,199.
i			45,847.
j			-5,272.
k			-12,221.
l			-5,377.
m			-2,444.
n			-6,408.
o			-1,899.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

## LEA CHARITABLE TRUST

**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	1,600 SHS MSCI INC-A	P	01/14/11	11/03/11
b	2,000 SHS PERRIGO CO	P	06/15/09	11/15/11
c	500 SHS PERRIGO CO	P	06/23/09	11/15/11
d	2,200 SHS CERNER CORP	P	09/22/10	11/22/11
e	2,431 SHS WISDOMTREE INDIA EARNINGS	P	07/13/10	02/01/11
f	1,319 SHS SPDR S&P EMERGING MKTS SMALL	P	10/04/10	02/01/11
g	1,302 SHS SPDR S&P EMERGING MKTS SMALL	P	09/09/10	02/01/11
h	59 SHS SPDR S&P EMERGING MKTS SMALL	P	06/02/10	02/01/11
i	846 SHS ISHARES FTSE CHINA 25 INDEX	P	10/10/08	02/01/11
j	535 SHS ISHARES FTSE CHINA 25 INDEX	P	11/03/08	02/01/11
k	387 SHS ISHARES FTSE CHINA 25 INDEX	P	02/04/09	02/01/11
l	3,027 SHS SPDR S&P DIVIDEND ETF	P	10/04/10	02/01/11
m	694 SHS ISHARES MSCI SOUTH KOREA IND	P	02/01/11	03/15/11
n	883 SHS SPDR S&P EMERGING MKTS SMALL	P	06/02/10	05/13/11
o	1,952 SHS ISHARES MSCI GERMANY INDEX	P	12/08/10	05/17/11

(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 52,536.		56,333.	-3,797.
b 185,136.		52,034.	133,102.
c 46,284.		13,009.	33,275.
d 125,791.		87,270.	38,521.
e 55,290.		57,232.	-1,942.
f 71,071.		72,858.	-1,787.
g 70,155.		67,668.	2,487.
h 3,179.		2,666.	513.
i 36,220.		22,170.	14,050.
j 22,905.		13,593.	9,312.
k 16,569.		10,282.	6,287.
l 158,604.		152,028.	6,576.
m 39,193.		43,832.	-4,639.
n 48,413.		39,901.	8,512.
o 51,722.		46,797.	4,925.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,797.
b			133,102.
c			33,275.
d			38,521.
e			-1,942.
f			-1,787.
g			2,487.
h			513.
i			14,050.
j			9,312.
k			6,287.
l			6,576.
m			-4,639.
n			8,512.
o			4,925.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

LEA CHARITABLE TRUST

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 1,362 SHS ISHARES MSCI SOUTH KOREA IND	P	02/01/11	05/17/11
b 1,898 SHS FIRST TRUST BICK INDEX FUND	P	10/04/10	05/31/11
c 875 SHS WISDOMTREE EMRG MKTS DEBT	P	08/09/10	05/31/11
d 477 SHS PIMCO 15+ YR US TIPS INDX FN	P	10/04/10	05/31/11
e 1,394 SHS POWERSHARES QQQ NASDAQ 100	P	02/01/11	05/31/11
f 1,329 SHS VANGUARD FTSE ALL-WORLD EX-U	P	02/04/09	05/31/11
g 4,112 SHS ISHARES MSCI HONG KONG INDEX	P	02/01/11	08/05/11
h 2,828 SHS ISHARES MSCI HONG KONG INDEX	P	05/31/11	08/05/11
i 613 SHS SPDR S&P 500 ETF TRUST	P	02/01/11	09/13/11
j 956 SHS WISDOMTREE ASIA LOCAL DEBT	P	05/31/11	09/27/11
k 46 SHS WISDOMTREE ASIA LOCAL DEBT	P	03/17/11	09/27/11
l 2,908 SHS WISDOMTREE BRAZILIAN REAL FD	P	05/31/11	09/27/11
m 868 SHS WISDOMTREE EMRG MKTS DEBT	P	08/11/11	09/27/11
n 159 SHS SPDR GOLD TRUST	P	10/04/10	10/05/11
o 33 SHS SPDR GOLD TRUST	P	05/12/10	10/05/11

(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 86,617.		86,021.	596.
b 62,112.		61,446.	666.
c 46,716.		43,762.	2,954.
d 26,556.		26,926.	-370.
e 80,790.		79,435.	1,355.
f 66,587.		38,414.	28,173.
g 71,552.		80,176.	-8,624.
h 49,209.		54,875.	-5,666.
i 71,878.		80,122.	-8,244.
j 47,710.		49,730.	-2,020.
k 2,296.		2,301.	-5.
l 74,077.		83,642.	-9,565.
m 42,328.		46,056.	-3,728.
n 25,345.		20,439.	4,906.
o 5,260.		4,012.	1,248.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			596.
b			666.
c			2,954.
d			-370.
e			1,355.
f			28,173.
g			-8,624.
h			-5,666.
i			-8,244.
j			-2,020.
k			-5.
l			-9,565.
m			-3,728.
n			4,906.
o			1,248.

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
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) If (loss), enter "-0-" in Part I, line 8 }	3

LEA CHARITABLE TRUST

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	489 SHS VANGUARD DIVIDEND APPREC ETF	P	05/31/11	10/05/11
b	561 SHS VANGUARD REIT ETF	P	09/15/10	10/05/11
c	304 SHS SPDR GOLD TRUST	P	05/12/10	12/08/11
d	72 SHS SPDR GOLD TRUST	P	06/03/09	12/08/11
e	HEALTHWAYS, INC. SETTLEMENT PROCEEDS	P	VARIOUS	10/26/11
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 23,884.		27,777.	-3,893.
b 27,283.		29,867.	-2,584.
c 51,302.		36,955.	14,347.
d 12,150.		6,909.	5,241.
e 3,936.			3,936.
f 414.			414.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-3,893.
b			-2,584.
c			14,347.
d			5,241.
e			3,936.
f			414.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	1,750,234.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT    1

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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				MANNER ACQUIRED	DATE ACQUIRED    DATE SOLD
3,000 SHS TARGET CORP				PURCHASED	06/20/02    01/07/11
	164,772.	106,089.	0.	0.	58,683.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				MANNER ACQUIRED	DATE ACQUIRED    DATE SOLD
6,000 SHS VCA ANTECH INC				PURCHASED	09/02/04    01/14/11
	146,677.	123,706.	0.	0.	22,971.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				MANNER ACQUIRED	DATE ACQUIRED    DATE SOLD
1,000 SHS VCA ANTECH INC				PURCHASED	11/16/09    01/14/11
	24,446.	20,618.	0.	0.	3,828.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,700 SHS VISA INC-CLASS A SHARES	126,507.	106,006.	0.	0.	20,501.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
400 SHS VISA INC-CLASS A SHARES	29,766.	24,943.	0.	0.	4,823.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000 SHS FASTENAL CO	125,094.	82,480.	0.	0.	42,614.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,000 SHS PEPSICO INC	202,005.	153,713.	0.	0.	48,292.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
4,241 SHS KNIGHT TRANSPORTATION INC	DONATED	01/24/97	07/13/11	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,325.	73,836.	0.	0.	-511.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
10,425 SHS KNIGHT TRANSPORTATION INC	DONATED	06/10/04	07/13/11	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
180,245.	169,247.	0.	0.	10,998.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
6,000 SHS FISERV INC	PURCHASED	10/30/03	08/10/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
327,623.	241,673.	0.	0.	85,950.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1,800 SHS NORTHERN TRUST CORP	PURCHASED	04/23/09	09/20/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
64,449.	99,010.	0.	0.	-34,561.



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,100 SHS NORTHERN TRUST CORP.	PURCHASED	05/14/09	09/20/11		
	39,386.	60,506.	0.	0.	-21,120.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
500 SHS EOG RESOURCES INC	PURCHASED	11/09/09	09/28/11		
	38,627.	47,333.	0.	0.	-8,706.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
500 SHS EOG RESOURCES INC	PURCHASED	11/10/09	09/28/11		
	38,627.	47,333.	0.	0.	-8,706.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
900 SHS EOG RESOURCES INC	PURCHASED	01/15/10	09/28/11		
	69,529.	85,199.	0.	0.	-15,670.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000 SHS BP PLC-SPONS ADR	456,863.	680,452.	0.	0.	-223,589.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600 SHS MONOLITHIC POWER SYSTEMS INC	7,691.	10,180.	0.	0.	-2,489.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,200 SHS MONOLITHIC POWER SYSTEMS INC	15,383.	20,359.	0.	0.	-4,976.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
900 SHS MONOLITHIC POWER SYSTEMS INC	11,537.	15,269.	0.	0.	-3,732.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,200 SHS MONOLITHIC POWER SYSTEMS INC	PURCHASED	06/01/11	10/27/11		
	15,383.	20,359.	0.	0.	-4,976.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
7,900 SHS PAYCHEX INC	DONATED	03/18/85	10/27/11		
	236,625.	228,389.	0.	0.	8,236.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
8,100 SHS PAYCHEX INC	DONATED	03/18/85	10/27/11		
	242,615.	234,171.	0.	0.	8,444.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
6,868 SHS PAYCHEX INC	DONATED	03/18/85	10/27/11		
	205,714.	198,554.	0.	0.	7,160.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,542 SHS PAYCHEX INC	DONATED	03/18/85	10/27/11		
	46,187.	44,579.	0.	0.	1,608.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
4,000 SHS ALIGN TECHNOLOGY INC	PURCHASED	05/20/11	10/28/11		
	92,147.	97,419.	0.	0.	-5,272.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
2,500 SHS MONOLITHIC POWER SYSTEMS INC	PURCHASED	06/01/11	10/28/11		
	30,194.	42,415.	0.	0.	-12,221.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,100 SHS MONOLITHIC POWER SYSTEMS INC	PURCHASED	06/02/11	10/28/11		
	13,286.	18,663.	0.	0.	-5,377.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS MONOLITHIC POWER SYSTEMS INC	6,039.	8,483.	0.	0.	-2,444.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,700 SHS MSCI INC-A	88,654.	95,062.	0.	0.	-6,408.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
800 SHS MSCI INC-A	26,268.	28,167.	0.	0.	-1,899.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,600 SHS MSCI INC-A	52,536.	56,333.	0.	0.	-3,797.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000 SHS PERRIGO CO	185,136.	52,034.	0.	0.	133,102.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS PERRIGO CO	46,284.	13,009.	0.	0.	33,275.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,200 SHS CERNER CORP	125,791.	87,270.	0.	0.	38,521.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,431 SHS WISDOMTREE INDIA EARNINGS	55,290.	57,232.	0.	0.	-1,942.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,319 SHS SPDR S&P EMERGING MKTS SMALL	PURCHASED	10/04/10	02/01/11		
	71,071.	72,858.	0.	0.	-1,787.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,302 SHS SPDR S&P EMERGING MKTS SMALL	PURCHASED	09/09/10	02/01/11		
	70,155.	67,668.	0.	0.	2,487.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
59 SHS SPDR S&P EMERGING MKTS SMALL	PURCHASED	06/02/10	02/01/11		
	3,179.	2,666.	0.	0.	513.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
846 SHS ISHARES FTSE CHINA 25 INDEX	PURCHASED	10/10/08	02/01/11		
	36,220.	22,170.	0.	0.	14,050.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
535 SHS ISHARES FTSE CHINA 25 INDEX	PURCHASED	11/03/08	02/01/11		
	22,905.	13,593.	0.	0.	9,312.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
387 SHS ISHARES FTSE CHINA 25 INDEX	PURCHASED	02/04/09	02/01/11		
	16,569.	10,282.	0.	0.	6,287.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
3,027 SHS SPDR S&P DIVIDEND ETF	PURCHASED	10/04/10	02/01/11		
	158,604.	152,028.	0.	0.	6,576.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
694 SHS ISHARES MSCI SOUTH KOREA IND	PURCHASED	02/01/11	03/15/11		
	39,193.	43,832.	0.	0.	-4,639.



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
883 SHS SPDR S&P EMERGING MKTS SMALL	PURCHASED	06/02/10	05/13/11		
	48,413.	39,901.	0.	0.	8,512.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,952 SHS ISHARES MSCI GERMANY INDEX	PURCHASED	12/08/10	05/17/11		
	51,722.	46,797.	0.	0.	4,925.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,362 SHS ISHARES MSCI SOUTH KOREA IND	PURCHASED	02/01/11	05/17/11		
	86,617.	86,021.	0.	0.	596.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,898 SHS FIRST TRUST BICK INDEX FUND	PURCHASED	10/04/10	05/31/11		
	62,112.	61,446.	0.	0.	666.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
875 SHS WISDOMTREE EMRG MKTS DEBT	PURCHASED	08/09/10	05/31/11		
46,716.	43,762.	0.	0.	2,954.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
477 SHS PIMCO 15+ YR US TIPS INDX FN	PURCHASED	10/04/10	05/31/11		
26,556.	26,926.	0.	0.	-370.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,394 SHS POWERSHARES QQQ NASDAQ 100	PURCHASED	02/01/11	05/31/11		
80,790.	79,435.	0.	0.	1,355.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,329 SHS VANGUARD FTSE ALL-WORLD EX-U	PURCHASED	02/04/09	05/31/11		
66,587.	38,414.	0.	0.	28,173.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
4,112 SHS ISHARES MSCI HONG KONG INDEX	PURCHASED	02/01/11	08/05/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71,552.	80,176.	0.	0.	-8,624.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
2,828 SHS ISHARES MSCI HONG KONG INDEX	PURCHASED	05/31/11	08/05/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,209.	54,875.	0.	0.	-5,666.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
613 SHS SPDR S&P 500 ETF TRUST	PURCHASED	02/01/11	09/13/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71,878.	80,122.	0.	0.	-8,244.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
956 SHS WISDOMTREE ASIA LOCAL DEBT	PURCHASED	05/31/11	09/27/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,710.	49,730.	0.	0.	-2,020.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
46 SHS WISDOMTREE ASIA LOCAL DEBT	PURCHASED	03/17/11	09/27/11		
	2,296.	2,301.	0.	0.	-5.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
2,908 SHS WISDOMTREE BRAZILIAN REAL FD	PURCHASED	05/31/11	09/27/11		
	74,077.	83,642.	0.	0.	-9,565.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
868 SHS WISDOMTREE EMRG MKTS DEBT	PURCHASED	08/11/11	09/27/11		
	42,328.	46,056.	0.	0.	-3,728.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
159 SHS SPDR GOLD TRUST	PURCHASED	10/04/10	10/05/11		
	25,345.	20,439.	0.	0.	4,906.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
33 SHS SPDR GOLD TRUST	PURCHASED	05/12/10	10/05/11		
	5,260.	4,012.	0.	0.	1,248.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
489 SHS VANGUARD DIVIDEND APPREC ETF	PURCHASED	05/31/11	10/05/11		
	23,884.	27,777.	0.	0.	-3,893.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
561 SHS VANGUARD REIT ETF	PURCHASED	09/15/10	10/05/11		
	27,283.	29,867.	0.	0.	-2,584.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
304 SHS SPDR GOLD TRUST	PURCHASED	05/12/10	12/08/11		
	51,302.	36,955.	0.	0.	14,347.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72 SHS SPDR GOLD TRUST	12,150.	6,909.	0.	0.	5,241.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
HEALTHWAYS, INC. SETTLEMENT PROCEEDS	3,936.	0.	0.	0.	3,936.

CAPITAL GAINS DIVIDENDS FROM PART IV	414.
TOTAL TO FORM 990-PF, PART I, LINE 6A	225,983.

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

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SOURCE	AMOUNT
NATIONAL FINANCIAL SERVICES LLC	7.
THE NORTHERN TRUST COMPANY MONEY MARKET ACCOUNT	11.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	18.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NATIONAL FINANCIAL SERVICES LLC AS NOMINEE	27,792.	414.	27,378.
WILLIAM BLAIR & CO. AS NOMINEE	52,394.	0.	52,394.
TOTAL TO FM 990-PF, PART I, LN 4	80,186.	414.	79,772.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORRISON & MORRISON, LTD.	3,500.	1,000.		2,500.
TO FORM 990-PF, PG 1, LN 16B	3,500.	1,000.		2,500.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	45,056.	45,056.		0.
OTHER INVESTMENT EXPENSES	54.	54.		0.
TO FORM 990-PF, PG 1, LN 16C	45,110.	45,110.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	345.	345.		0.
FEDERAL TAXES	12,554.	8,788.		3,766.
STATE TAXES	15.	0.		15.
TO FORM 990-PF, PG 1, LN 18	12,914.	9,133.		3,781.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AFFILIATED MANAGERS GROUP	107,215.	153,520.	
AIRGAS INC.	109,565.	117,120.	
ASSOCIATED BANC CORP	125,000.	53,125.	
BP PLC	0.	0.	
CABOT OIL & GAS CORP	64,761.	60,720.	

## LEA CHARITABLE TRUST

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CARMAX INC.	115,941.	129,540.
CERNER CORP	0.	0.
CHECKPOINT SOFTWARE TECH	99,017.	99,826.
COGNIZANT TECH	69,513.	64,310.
DANAHER CORP	143,563.	282,240.
ECOLAB INC.	148,494.	184,992.
EOG RESOURCES INC.	0.	0.
FASTENAL	164,960.	348,880.
FISERV	0.	0.
GENPACT LTD.	164,436.	158,470.
GILEAD SCIENCES INC.	205,637.	204,650.
GLOBAL PAYMENTS INC.	168,983.	208,472.
IDEXX LABORATORIES INC.	112,116.	153,920.
INTERCONTINENTAL EXCHANGE	177,807.	204,935.
KNIGHT TRANSPORTATION	0.	0.
MORNINGSTAR INC.	112,417.	148,625.
MSCI INC.-A	0.	0.
NORTHERN TRUST CORP.	0.	0.
PEPSICO	0.	0.
PERRIGO CO.	65,043.	243,250.
PHILIP MORRIS INTERNATIONAL	157,884.	298,224.
PLYPORE INTERNATIONAL INC.	78,633.	61,586.
PRAXAIR	134,980.	320,700.
QUALCOMM INC.	180,680.	218,800.
SALLY BEAUTY HOLDINGS INC.	24,653.	25,356.
SILICON LABORATORIES INC.	177,314.	173,680.
STERICYCLE INC.	103,949.	163,632.
TRANSDIGM GROUP INC.	148,244.	172,224.
TRIMAS CORP	29,670.	32,651.
VCA ANTECH	0.	0.
VISA INC.	0.	0.
WRIGHT EXPRESS CORP.	128,613.	143,842.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,319,088.	4,427,290.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CURRENCYSHARES JAPANESE YEN	COST	74,000.	73,816.
FIRST TRUST BICK INDEX	COST	0.	0.
ISHARES BARCLAYS 7-10 YEAR	COST	49,477.	54,052.
ISHARES BARCLAYS TIPS BONDS	COST	119,914.	122,058.
ISHARES GOLD TRUST	COST	63,475.	57,128.
ISHARES IBOXX INV GR CORP BD	COST	44,517.	45,504.
ISHARES MSCI GERMANY INDEX	COST	0.	0.
ISHARES MSCI HONG KONG INDEX	COST	119,399.	121,532.
ISHARES TR FTSE CHINA 25	COST	0.	0.
PIMCO 15+ YR US TIPS	COST	49,505.	57,224.
POWERSHARES QQQ NASDAQ 100	COST	78,578.	79,167.



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POWERSHARES DB COMMODITY IND	COST	52,709.	50,754.
SPDR EMERGING SMALL CAP	COST	0.	0.
SPDR GOLD TRUST	COST	69,822.	114,144.
SPDR S&P DIVIDEND ETF	COST	0.	0.
VANGUARD DIVIDEND APPREC ETF	COST	123,920.	133,401.
VANGUARD MSCI EMERGING MARKET	COST	66,890.	52,080.
VANGUARD INDEX US STK MRKT	COST	242,927.	332,817.
VANGUARD INTL EQTY IDX ALLWR	COST	0.	0.
VANGUARD MSCI EAFE ETF	COST	66,779.	53,357.
VANGUARD REIT ETF	COST	123,623.	136,358.
WILLIAM BLAIR FUNDS INT'L GROWTH	COST	844,930.	544,562.
WISDOMTREE ASIA LOCAL DEBT	COST	45,212.	45,281.
WISDOMTREE DREYFUS EMER CURR	COST	0.	0.
WISDOMTREE INDIA EARNINGS	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,235,677.	2,073,235.

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT      9  
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
L. BATES LEA 1255 GULF SHORE BLVD. NO., #3-S NAPLES, FL 34102	TRUSTEE 1.00	0.	0.	0.
MARCIA W. LEA 1255 GULF SHORE BLVD. NO., #3-S NAPLES, FL 34102	TRUSTEE 0.25	0.	0.	0.
VICTORIA LEA 6254 WOODLAND DRIVE DALLAS, TX 75225	TRUSTEE 0.25	0.	0.	0.
JENNIFER ANN LEA P.O. BOX 775988 STEAMBOAT SPRINGS, CO 80477	TRUSTEE 0.25	0.	0.	0.
CHRISTOPHER G. LEA 1761 NORTH WILMOT AVENUE CHICAGO, IL 60647	TRUSTEE 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

L. BATES LEA  
MARCIA W. LEA