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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, 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						
Room/suite 201								
City or town, state, and ZIP code PEPPER PIKE, OH 44122								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 68,717,446.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,472.	1,472.		ATCH 1
	4 Dividends and interest from securities	1,702,946.	1,702,946.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	405,966.			
	b Gross sales price for all assets on line 6a	11,528,582.			
	7 Capital gain net income (from Part IV, line 2)		405,966.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	25,226.	25,226.		
	12 Total. Add lines 1 through 11	2,135,610.	2,135,610.		
	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	1,575.			
	b Accounting fees (attach schedule) ATCH 5	25,395.			
	c Other professional fees (attach schedule)	325,868.	325,868.		
	17 Interest . ATCH 7	526.	526.		
	18 Taxes (attach schedule) (see instructions) ATCH 8	40,019.	2,153.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 9	192,176.	19,168.		173,008.
	24 Total operating and administrative expenses. Add lines 13 through 23	685,559.	371,044.		249,679.
	25 Contributions, gifts, grants paid	2,504,167.			2,504,167.
	26 Total expenses and disbursements. Add lines 24 and 25	3,189,726.	371,044.	0	2,753,846.
	27 Subtract line 26 from line 12	-1,054,116.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		1,764,566.		
	c Adjusted net income (if negative, enter -0-)				

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	172,096.	633,573.	633,573.
	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 . .	48,773,986.	50,049,103.	55,695,984.
	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	13,190,492.	10,399,782.	11,887,889.
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)	62,636,574.	61,582,458.	68,717,446.	
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 ▶ ☒ X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	62,636,574.	61,582,458.	
	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 . .			
	30 Total net assets or fund balances (see instructions)	62,636,574.	61,582,458.	
	31 Total liabilities and net assets/fund balances (see instructions)	62,636,574.	61,582,458.	

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	62,636,574.
2 Enter amount from Part I, line 27a	2	-1,054,116.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	61,582,458.
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	61,582,458.

Form 990-PF (2012)

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	405,966.	
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))
2011	2,488,250.	64,772,825.	0.038415
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
2 Total of line 1, column (d)			2 0.211160
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 0.042232
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 64,775,642.
5 Multiply line 4 by line 3			5 2,735,605.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 17,646.
7 Add lines 5 and 6			7 2,753,251.
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 2,753,846.

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		1	17,646.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	17,646.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0
6 Credits/Payments		5	17,646.
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6a	43,000.
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	43,000.
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	25,354.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 25,354. 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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	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	2	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	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	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?	6	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	7	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	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Form 990-PF (2012)

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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐			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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012)	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 2012?	4b	X

Form 990-PF (2012)

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** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		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 ☐

Form 990-PF (2012)

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
ATCH 14		169,000.
Total number of others receiving over \$50,000 for professional services		▶

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

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		

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	53,137,343.
b	Average of monthly cash balances	1b	402,835.
c	Fair market value of all other assets (see instructions)	1c	12,221,895.
d	Total (add lines 1a, b, and c)	1d	65,762,073.
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	65,762,073.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	986,431.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,775,642.
6	Minimum investment return. Enter 5% of line 5	6	3,238,782.

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	3,238,782.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,646.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,646.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,221,136.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,221,136.
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	3,221,136.

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	2,753,846.
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	2,753,846.
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	17,646.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,736,200.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,221,136.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009 248,310.				
d From 2010				
e From 2011				
f Total of lines 3a through e	248,310.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,753,846.				
a Applied to 2011, 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 2012 distributable amount				2,753,846.
e Remaining amount distributed out of corpus	248,310.			248,310.
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				218,980.
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail 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				
ATCH 15				
Total			3a	2,504,167.
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	1,472.	
4 Dividends and interest from securities			14	1,702,946.	
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	25,226.	
8 Gain or (loss) from sales of assets other than inventory			18	405,966.	
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)				2,135,610.	
13 Total. Add line 12, columns (b), (d), and (e)				2,135,610.	

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)	
10997013.		PNC PUBLICLY TRADED SECURITIES 9,665,055.				VAR 1,331,958.	12/31/2012
47,474.		FRONTIER CAPITAL APP FROM K-1				VAR 47,474.	12/31/2012
321,736.		FRONTIER CAPITAL APP FROM K-1				VAR 321,736.	12/31/2012
		NORTH COAST ANGEL FUND LLC K-1 1,485.				VAR -1,485.	12/31/2012
		CLANCO BRIC FUND FROM K-1 289.				VAR -289.	12/31/2012
44,409.		CLANCO BRIC FUND FROM K-1				VAR 44,409.	12/31/2012
		IVY MAPLEWOOD FROM K-1 1,455,787.				VAR -1455787.	12/31/2012
117,950.		HARRIS OFFSHORE CAP GAIN DIST				VAR 117,950.	12/31/2012
TOTAL GAIN (LOSS)						<u>405,966.</u>	

ATTACHMENT 1FORM 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	1,472.	1,472.
TOTAL	<u>1,472.</u>	<u>1,472.</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	671,663.	671,663.
FRONTIER CAPITAL APPRECIATION FUND INT	11.	11.
NORTH COAST ANGEL FUND II	687.	687.
CLANCO SG BRIC FUND LLC INTEREST	411.	411.
NORTH COAST ANGEL FUND LLC	117.	117.
FRONTIER CAP APPREC FUND DIVIDENDS	73,326.	73,326.
PNC CUSTODIAL ACCOUNTS DIVIDENDS	939,871.	939,871.
CLANCO BRIC FUND DIVIDENDS	16,860.	16,860.
TOTAL	<u>1,702,946.</u>	<u>1,702,946.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
IVY MAPLEWOOD SUBPART F INCOME	16,357.	16,357.
CLANCO SG BRIC OTHER INCOME	8,385.	8,385.
MISCELLANEOUS	484.	484.
TOTALS	25,226.	25,226.

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	1,575.			
TOTALS	1,575.			

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING 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>
ACCOUNTING	3,395.			
AUDIT FEES	22,000.			
TOTALS	25,395.			

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	273,271.	273,271.
INVESTMENT ADVISORY FEES	40,000.	40,000.
CUSTODIAL FEES	12,597.	12,597.
TOTALS	<u>325,868.</u>	<u>325,868.</u>

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE	526.	526.
TOTALS	526.	526.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OHIO FILING FEES	200.	
FOREIGN TAX PAID	2,153.	2,153.
US TREASURY	37,666.	
TOTALS	40,019.	2,153.

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	169,000.	16,900.	152,100.
OFFICE EXPENSES	2,047.	205.	1,842.
ADMINISTRATIVE FEES	20,629.	2,063.	18,566.
MEMBERSHIP FEES	500.		500.
TOTALS	192,176.	19,168.	173,008.

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	48,773,986.	50,049,103.	55,695,984.
TOTALS	<u>48,773,986.</u>	<u>50,049,103.</u>	<u>55,695,984.</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	1,240,919.	1,243,273.	1,548,710.
NORTH COAST ANGEL FD LLC	22,679.	21,159.	21,159.
FRONTIER CAPITAL APPREC FD LP	6,044,101.	4,932,085.	6,157,490.
IVY MAPLEWOOD ASSOC	1,932,708.	1,695.	1,695.
GLENGARY LLC	453,788.	586,683.	586,681.
HARRIS OFFSHORE	3,400,025.	3,518,001.	3,475,267.
ANGEL FUND II	46,272.	46,886.	46,887.
TERAVASC INC	50,000.	50,000.	50,000.
TOTALS	<u>13,190,492.</u>	<u>10,399,782.</u>	<u>11,887,889.</u>

FRED A. LENNON CHARITABLE TRUST

34-1761181

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

ATTACHMENT 13

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 0
THOMAS J JANOSCH 29425 CHAGRIN BOULEVARD 201 PEPPER PIKE, OH 44122	TRUSTEE 6.00	25,000. 0 0
TIMOTHY RYAN 29425 CHAGRIN BOULEVARD 201 PEPPER PIKE, OH 44122	TRUSTEE 2.00	25,000. 0 0
ATHUR F ANTON 29425 CHAGRIN BOULEVARD 201 PEPPER PIKE, OH 44122	TRUSTEE 2.00	25,000. 0 0
GRAND TOTALS		100,000.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<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	169,000.
TOTAL COMPENSATION		<u>169,000.</u>

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED	NONE		UNRESTRICTED	2,504,167.
	PUBLIC			
			TOTAL CONTRIBUTIONS PAID	<u>2,504,167.</u>

ATTACHMENT 15

FAL CHARITABLE TRUST DONATIONS	2012
Achievement Center for Children	\$ 25,000
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	\$ 10,000
Ashbrook Center of Public Affairs	\$ 100,000
Bad Girl Ventures	\$ 10,000
Benedictine High School	\$ 5,000
Birthright Geauga, Inc.	\$ 1,000
Boy Scouts of America - Gtr. Cleve.	\$ 15,000
Boys & Girls Clubs	\$ 1,000
Boys Hope/Girls Hope	\$ 12,500
Business Advisors of Cleveland	\$ 1,000
Business Volunteers Unlimited	\$ 5,000
Capital Research Center	\$ 5,000
Carmelite Sisters, Carmel of the Holy Family	\$ 2,500
Christ Child Society	\$ 1,000
City Mission	\$ 5,000
City Year Cleveland	\$ 5,000
Claremont Institute	\$ 5,000
Cleveland Baseball Federation	\$ 1,000
Cleveland Central Catholic High School	\$ 12,500
Cleveland Foodbank	\$ 12,500
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 School of the Arts, Friends of	\$ 25,000
Cleveland Sight Center	\$ 1,000
Cleveland Zoological Society	\$ 1,000
Coach Sam's Inner Circle Foundation	\$ 10,000
Diabetes Assoc. of Grtr Cleveland	\$ 10,000
Donors Trust	\$ 5,000
Downtown Cleveland Alliance	\$ 5,000
Economics America	\$ 5,000
Education & Research Institute	\$ 5,000
Fairhill Partners - Kinship Village	\$ 25,000
Family Promise of Grtr Cleveland	\$ 10,000
Federalist Society, The	\$ 2,000
Flying Horse Farms camp	\$ 33,333
Free Congress Foundation	\$ 5,000
Friends of Breakthrough (Citizen's Academy)	\$ 50,000
Friends of Breakthrough (E Prep)	\$ 200,000
Fund for American Studies, The	\$ 2,500
Fund for Our Economic Future, The	\$ 33,334
Gerson School Endowment - Applewood Ctr	\$ 1,000
Gilmour Academy	\$ 50,000
Global Cleveland	\$ 7,500
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
Horizon Science Academy	\$ 25,000
Horizon Science Academy	\$ 20,000
Hospice of the Western Reserve	\$ 50,000
Huntington Disease Society	\$ 5,000
Ideastream - WVIZ - TV	\$ 2,500
Jennings Center for Older Adults	\$ 12,500
Julle Billiard School	\$ 5,500
JumpStart	\$ 60,000
Junior Achievement	\$ 2,500
Keating Center Inc.	\$ 6,000
Laurel School	\$ 2,500
Leadership Institute	\$ 2,500
Leukemia & Lymphoma Society - Northern OH Chapter	\$ 1,000
Little Sisters of the Poor	\$ 12,500
National Institute for Labor Relations Research	\$ 25,000
National Right to Work Legal Defense Fdn	\$ 25,000
New Bridge - Cle Ctr for Art & Technology	\$ 60,000
NFIB Research Foundation	\$ 5,000
Nortech	\$ 30,000
North Coast Community Homes	\$ 5,000
Northeast Ohio Medical University	\$ 10,000
Notre Dame - Cathedral Latin High School	\$ 5,000
Notre Dame College	\$ 10,000
Our Lady of the Wayside	\$ 1,000
ParkWorks	\$ 10,000
Parmadale - St. Anthony Village	\$ 2,500
PediaWorks	\$ 15,000
Philanthropy Roundtable	\$ 5,000
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
Salvation Army, The	\$ 5,000
Singing Angels, The	\$ 1,000
St Martin de Porres High School	\$ 50,000
St. Frances of Assisi Church	\$ 1,000
St. Ignatius High School	\$ 1,000
St. Rita's Church	\$ 1,000
St. Vincent Charity Hospital - Rosary Hall	\$ 5,000
State Policy Network	\$ 5,000
Stepstone Academy	\$ 10,000
Suicide Prevention Education Alliance	\$ 2,500
Teach For America	\$ 50,000
The Lyceum	\$ 5,000
UH Hospitals - Rainbow Babies & Children	\$ 400,000
United States Industrial Council Educational Fdn.	\$ 1,000
University Circle Inc.	\$ 25,000
University of Akron	\$ 250,000
Ursuline College	\$ 5,000
Ursuline Sisters of Cleveland	\$ 1,000
VATICAN OBSERVATORY FOUNDATION	\$ 50,000
Visiting Nurse Association	\$ 5,000
Volunteers of America	\$ 10,000
Washington Legal Foundation	\$ 5,000
Western Reserve Historical Society	\$ 25,000
WIRE-Net	\$ 10,000
Youth Opportunities Unlimited	\$ 10,000
	\$ 2,504,167