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

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

2012

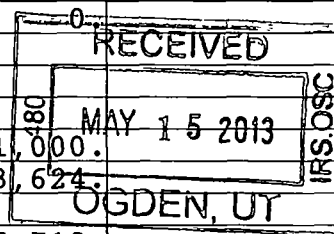
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation LEA CHARITABLE TRUST		A Employer identification number 36-3486285
Number and street (or P.O. box number if mail is not delivered to street address) 1500 PRIMROSE LANE	Room/suite	B Telephone number (847) 724-6810
City or town, state, and ZIP code GLENVIEW, IL 60026		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) \$ 9,063,648.	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)
1 Contributions, gifts, grants, etc., received				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		38.	38.		STATEMENT 2
4 Dividends and interest from securities		145,093.	143,081.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		518,285.			STATEMENT 1
b Gross sales price for all assets on line 6a 2,447,400.					
7 Capital gain net income (from Part IV, line 2)			680,020.		
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		663,416.	823,139.		
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		3,750.	1,000.		2,750.
c Other professional fees STMT 5		43,624.	43,624.		0.
17 Interest					
18 Taxes STMT 6		64,998.	45,712.		19,286.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,406.	1,000.		406.
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses Add lines 13 through 23		113,778.	91,336.		22,442.
25 Contributions, gifts, grants paid		401,500.			401,500.
26 Total expenses and disbursements. Add lines 24 and 25		515,278.	91,336.		423,942.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		148,138.			
b Net investment income (if negative, enter -0-)			731,803.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses

16

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,023,040.	1,788,451.	1,788,451.
	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	3,319,088.	3,523,522.	4,875,417.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	2,235,677.	2,413,970.	2,399,780.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	7,577,805.	7,725,943.	9,063,648.
	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 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	6,872,862.	7,021,000.	
	30 Total net assets or fund balances	7,577,805.	7,725,943.	
	31 Total liabilities and net assets/fund balances	7,577,805.	7,725,943.	

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	7,577,805.
2 Enter amount from Part I, line 27a	2	148,138.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,725,943.
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	7,725,943.

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 SEE ATTACHED STATEMENTS				
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 2,447,400.		1,767,380.	680,020.	
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			680,020.	
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		2 680,020.
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3 N/A

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	293,800.	8,034,305.	.036568
2010	377,219.	6,851,461.	.055057
2009	348,274.	6,709,339.	.051909
2008	339,201.	7,906,049.	.042904
2007	485,633.	8,902,158.	.054552
2 Total of line 1, column (d)			2 .240990
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 .048198
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 8,661,703.
5 Multiply line 4 by line 3			5 417,477.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,318.
7 Add lines 5 and 6			7 424,795.
8 Enter qualifying distributions from Part XII, line 4			8 423,942.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	14,636.
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	14,636.
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	14,636.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	35,440.	
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	35,440.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	20,804.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 20,804. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		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 2012 or the taxable year beginning in 2012 (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

N/A

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 ► <u>15</u> <u>N/A</u>			
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? 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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <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 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) <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	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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	6,887,861.
b	Average of monthly cash balances	1b	1,905,746.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,793,607.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,793,607.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	131,904.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,661,703.
6	Minimum investment return. Enter 5% of line 5	6	433,085.

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	433,085.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,636.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,636.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	418,449.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	418,449.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	418,449.

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	423,942.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	423,942.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	423,942.

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				418,449.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	7,940.			
d From 2010	47,892.			
e From 2011				
f Total of lines 3a through e	55,832.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 423,942.				
a Applied to 2011, 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 2012 distributable amount				418,449.
e Remaining amount distributed out of corpus	5,493.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	61,325.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	61,325.			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009	7,940.			
c Excess from 2010	47,892.			
d Excess from 2011				
e Excess from 2012	5,493.			

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				
A CALL TO COLLEGE 314 GRANVILLE ROAD NEWARK, OH 43055	N/A	PUBLIC	GENERAL SUPPORT	25,000.
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.
Total	SEE CONTINUATION SHEET(S)			3a 401,500.
b Approved for future payment				
NONE				
Total			3b	0.

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.
COMMUNITY FOUNDATION OF COLLIER COUNTY 2400 TAMIAMI TRAIL N NAPLES, FL 34103	N/A	PUBLIC	GENERAL SUPPORT	80,000.
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.
HABITAT FOR HUMANITY 11145 TAMIAMI TRL E NAPLES, FL 34113	N/A	PUBLIC	GENERAL SUPPORT	5,000.
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	25,000.
METROPOLITAN FAMILY SERVICES ONE NORTH DEARBORN CHICAGO, IL 60602	N/A	PUBLIC	GENERAL SUPPORT	5,000.
Total from continuation sheets				318,500.

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
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	10,000.
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	25,000.
VANDERBILT UNIVERSITY 2201 WEST END AVENUE NASHVILLE, TN 37240	N/A	PUBLIC	GENERAL SUPPORT	10,000.
VICKERY MEADOW LEARNING CENTER 6329 RIDGECREST DALLAS, TX 75231	N/A	PUBLIC	GENERAL SUPPORT	24,000.
YAMPA RIVER BOTANIC GARDEN 75 ANGLERS DRIVE STEAMBOAT SPRINGS, CO 80487	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.
YOUTH SERVICES 3080 W LAKE AVENUE GLENVIEW, IL 60026	N/A	PUBLIC	GENERAL SUPPORT	10,000.
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	4,250 SHS CARMAX INC	P	08/11/11	02/03/12
b	2,500 SHS PERRIGO CO	P	06/23/09	02/07/12
c	8,000 SHS FASTENAL CO	D	08/22/05	03/05/12
d	1,600 SHS CABOT OIL & GAS CORP	P	10/28/11	04/16/12
e	1,457 SHS GLOBAL PAYMENTS INC	P	08/06/10	04/27/12
f	843 SHS GLOBAL PAYMENTS INC	P	08/09/10	04/27/12
g	2,100 SHS GLOBAL PAYMENTS INC	P	10/12/10	04/27/12
h	500 SHS TEMPUR-PEDIC INTERNATIONAL	P	02/16/12	07/25/12
i	500 SHS TEMPUR-PEDIC INTERNATIONAL	P	02/17/12	07/25/12
j	1,400 SHS TEMPUR-PEDIC INTERNATIONAL	P	04/26/12	07/25/12
k	1,600 SHS HERBALIFE LTD	P	04/24/12	08/14/12
l	800 SHS INTERCONTINENTALEXCHANGE INC	P	07/30/10	12/31/12
m	900 SHS INTERCONTINENTALEXCHANGE INC	P	09/21/10	12/31/12
n	3,583 SHS ISHARES MSCI HONG KONG INDEX	P	11/01/11	02/02/12
o	4,273 SHS ISHARES MSCI HONG KONG INDEX	P	10/05/11	02/02/12

(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 126,117.		115,941.	10,176.
b 240,535.		65,043.	175,492.
c 423,992.		3,225.	420,767.
d 46,428.		64,761.	-18,333.
e 67,513.		55,695.	11,818.
f 39,062.		32,963.	6,099.
g 97,307.		80,325.	16,982.
h 14,877.		36,868.	-21,991.
i 14,877.		37,497.	-22,620.
j 41,657.		84,316.	-42,659.
k 83,616.		114,157.	-30,541.
l 98,718.		83,922.	14,796.
m 111,058.		93,885.	17,173.
n 60,511.		58,681.	1,830.
o 72,164.		60,718.	11,446.

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			10,176.
b			175,492.
c			420,767.
d			-18,333.
e			11,818.
f			6,099.
g			16,982.
h			-21,991.
i			-22,620.
j			-42,659.
k			-30,541.
l			14,796.
m			17,173.
n			1,830.
o			11,446.

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	577 SHS CURRENCYSHARES JAPANESE YEN	P	10/05/11	02/02/12
b	384 SHS PIMCO 15+ YR US TIPS INDX FN	P	10/04/10	02/02/12
c	2,667 SHS VANGUARD US TOTAL STOCK MKT	P	10/20/08	02/02/12
d	1,296 SHS VANGUARD US TOTAL STOCK MKT	P	02/04/09	02/02/12
e	7 SHS SPDR GOLD TRUST	P	10/20/08	06/06/12
f	137 SHS SPDR GOLD TRUST	P	05/31/11	06/06/12
g	95 SHS SPDR GOLD TRUST	P	06/03/09	06/06/12
h	376 SHS SPDR S&P 500 ETF TRUST	P	02/02/12	06/06/12
i	379 SHS ISHARES BARCLAYS TIPS BOND	P	09/27/11	06/06/12
j	494 SHS VANGUARD DIVIDEND APPREC ETF	P	02/02/12	06/06/12
k	76 SHS VANGUARD DIVIDEND APPREC ETF	P	05/31/11	06/06/12
l	4 SHS VANGUARD DIVIDEND APPREC ETF	P	02/01/11	06/06/12
m	253 SHS SPDR GOLD TRUST	P	10/20/08	07/17/12
n	42 SHS SPDR GOLD TRUST	P	09/09/08	07/17/12
o	115 SHS SPDR GOLD TRUST	P	09/09/08	10/03/12

(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 74,539.		74,000.	539.
b 25,815.		21,676.	4,139.
c 182,313.		128,809.	53,504.
d 88,593.		54,654.	33,939.
e 1,111.		546.	565.
f 21,740.		20,510.	1,230.
g 15,075.		9,116.	5,959.
h 49,403.		49,897.	-494.
i 45,524.		43,449.	2,075.
j 27,355.		27,928.	-573.
k 4,208.		4,317.	-109.
l 222.		215.	7.
m 38,897.		19,748.	19,149.
n 6,457.		3,227.	3,230.
o 19,825.		8,837.	10,988.

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			539.
b			4,139.
c			53,504.
d			33,939.
e			565.
f			1,230.
g			5,959.
h			-494.
i			2,075.
j			-573.
k			-109.
l			7.
m			19,149.
n			3,230.
o			10,988.

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	2,111 SHS SPDR BARCLAYS HIGH YIELD BD	P	02/09/12	10/03/12
b	400 SHS ISHARES IBOXX INV GR CORP BD	P	10/05/11	10/03/12
c	493 SHS PIMCO 15+ YR US TIPS INDX FN	P	10/04/10	10/03/12
d	199 SHS POWERSHARES QQQ NASDAQ 100	P	02/01/11	10/03/12
e	667 SHS ISHARES BARCLAYS TIPS BOND	P	09/27/11	10/03/12
f	552 SHS VANGUARD MSCI EMERGING MARKE	P	02/02/12	12/06/12
g	397 SHS VANGUARD MSCI EMERGING MARKE	P	05/31/11	12/06/12
h	ISHARES GOLD TRUST	P	VARIOUS	12/31/12
i	SPDR GOLD TRUST	P	VARIOUS	12/31/12
j	WILLIAM BLAIR FUNDS INT'L GROWTH		VARIOUS	12/31/12
k	CAPITAL GAINS DIVIDENDS			
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 84,432.		83,598.	834.
b 48,644.		44,517.	4,127.
c 35,601.		27,829.	7,772.
d 13,723.		11,340.	2,383.
e 81,806.		76,465.	5,341.
f 23,620.		24,146.	-526.
g 16,988.		19,483.	-2,495.
h 165.		170.	-5.
i 294.		146.	148.
j 2,618.		24,760.	-24,760.
k			2,618.
l			
m			
n			
o			

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			834.
b			4,127.
c			7,772.
d			2,383.
e			5,341.
f			-526.
g			-2,495.
h			-5.
i			148.
j			-24,760.
k			2,618.
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	680,020.
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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,250 SHS CARMAX INC		08/11/11	02/03/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
126,117.	115,941.	0.	0.
			10,176.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,500 SHS PERRIGO CO		06/23/09	02/07/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
240,535.	65,043.	0.	0.
			175,492.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
8,000 SHS FASTENAL CO		08/22/05	03/05/12
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
423,992.	164,960.	0.	0.
			259,032.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,600 SHS CABOT OIL & GAS CORP			10/28/11	04/16/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46,428.	64,761.	0.	0.	-18,333.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,457 SHS GLOBAL PAYMENTS INC			08/06/10	04/27/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
67,513.	55,695.	0.	0.	11,818.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
843 SHS GLOBAL PAYMENTS INC			08/09/10	04/27/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
39,062.	32,963.	0.	0.	6,099.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,100 SHS GLOBAL PAYMENTS INC			10/12/10	04/27/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
97,307.	80,325.	0.	0.	16,982.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
500 SHS TEMPUR-PEDIC INTERNATIONAL		02/16/12	07/25/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,877.	36,868.	0.	0.	-21,991.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
500 SHS TEMPUR-PEDIC INTERNATIONAL		02/17/12	07/25/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,877.	37,497.	0.	0.	-22,620.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1,400 SHS TEMPUR-PEDIC INTERNATIONAL		04/26/12	07/25/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
41,657.	84,316.	0.	0.	-42,659.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1,600 SHS HERBALIFE LTD		04/24/12	08/14/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,616.	114,157.	0.	0.	-30,541.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
800 SHS INTERCONTINENTALEXCHANGE INC			07/30/10	12/31/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
98,718.	83,922.	0.	0.	14,796.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
900 SHS INTERCONTINENTALEXCHANGE INC			09/21/10	12/31/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
111,058.	93,885.	0.	0.	17,173.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,583 SHS ISHARES MSCI HONG KONG INDEX			11/01/11	02/02/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60,511.	58,681.	0.	0.	1,830.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,273 SHS ISHARES MSCI HONG KONG INDEX			10/05/11	02/02/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,164.	60,718.	0.	0.	11,446.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
577 SHS CURRENCYSHARES JAPANESE YEN			10/05/11	02/02/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74,539.	74,000.	0.	0.	539.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
384 SHS PIMCO 15+ YR US TIPS INDX FN			10/04/10	02/02/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,815.	21,676.	0.	0.	4,139.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,667 SHS VANGUARD US TOTAL STOCK MKT			10/20/08	02/02/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
182,313.	128,809.	0.	0.	53,504.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,296 SHS VANGUARD US TOTAL STOCK MKT			02/04/09	02/02/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88,593.	54,654.	0.	0.	33,939.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7 SHS SPDR GOLD TRUST				10/20/08	06/06/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,111.	546.	0.	0.	565.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
137 SHS SPDR GOLD TRUST				05/31/11	06/06/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
21,740.	20,510.	0.	0.	1,230.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
95 SHS SPDR GOLD TRUST				06/03/09	06/06/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
15,075.	9,116.	0.	0.	5,959.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
376 SHS SPDR S&P 500 ETF TRUST				02/02/12	06/06/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
49,403.	49,897.	0.	0.	-494.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
379 SHS ISHARES BARCLAYS TIPS BOND			09/27/11	06/06/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,524.	43,449.	0.	0.	2,075.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
494 SHS VANGUARD DIVIDEND APPREC ETF			02/02/12	06/06/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,355.	27,928.	0.	0.	-573.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
76 SHS VANGUARD DIVIDEND APPREC ETF			05/31/11	06/06/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,208.	4,317.	0.	0.	-109.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4 SHS VANGUARD DIVIDEND APPREC ETF			02/01/11	06/06/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
222.	215.	0.	0.	7.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
253 SHS SPDR GOLD TRUST				10/20/08	07/17/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
38,897.	19,748.	0.	0.	19,149.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
42 SHS SPDR GOLD TRUST				09/09/08	07/17/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
6,457.	3,227.	0.	0.	3,230.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
115 SHS SPDR GOLD TRUST				09/09/08	10/03/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
19,825.	8,837.	0.	0.	10,988.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,111 SHS SPDR BARCLAYS HIGH YIELD BD				02/09/12	10/03/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
84,432.	83,598.	0.	0.	834.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
400 SHS ISHARES IBOXX INV GR CORP BD		10/05/11	10/03/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,644.	44,517.	0.	0.	4,127.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
493 SHS PIMCO 15+ YR US TIPS INDX FN		10/04/10	10/03/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,601.	27,829.	0.	0.	7,772.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
199 SHS POWERSHARES QQQ NASDAQ 100		02/01/11	10/03/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,723.	11,340.	0.	0.	2,383.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
667 SHS ISHARES BARCLAYS TIPS BOND		09/27/11	10/03/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,806.	76,465.	0.	0.	5,341.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
552 SHS VANGUARD MSCI EMERGING MARKE		02/02/12	12/06/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,620.	24,146.	0.	0.	-526.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
397 SHS VANGUARD MSCI EMERGING MARKE		05/31/11	12/06/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,988.	19,483.	0.	0.	-2,495.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
ISHARES GOLD TRUST		VARIOUS	12/31/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
165.	170.	0.	0.	-5.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SPDR GOLD TRUST		VARIOUS	12/31/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
294.	146.	0.	0.	148.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
WILLIAM BLAIR FUNDS INT'L GROWTH		VARIOUS	12/31/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	24,760.	0.	0.	-24,760.
CAPITAL GAINS DIVIDENDS FROM PART IV				2,618.
TOTAL TO FORM 990-PF, PART I, LINE 6A				518,285.

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

SOURCE	AMOUNT
NATIONAL FINANCIAL SERVICES LLC	5.
THE NORTHERN TRUST COMPANY MONEY MARKET ACCOUNT	33.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	38.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NATIONAL FINANCIAL SERVICES LLC AS NOMINEE	43,019.	2,618.	40,401.
WILLIAM BLAIR & CO. AS NOMINEE	104,692.	0.	104,692.
TOTAL TO FM 990-PF, PART I, LN 4	147,711.	2,618.	145,093.

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.	3,750.	1,000.		2,750.	
TO FORM 990-PF, PG 1, LN 16B	3,750.	1,000.		2,750.	

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	43,090.	43,090.		0.	
OTHER INVESTMENT EXPENSES	534.	534.		0.	
TO FORM 990-PF, PG 1, LN 16C	43,624.	43,624.		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	744.	744.		0.	
FEDERAL TAXES	64,239.	44,968.		19,271.	
STATE TAXES	15.	0.		15.	
TO FORM 990-PF, PG 1, LN 18	64,998.	45,712.		19,286.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
AFFILIATED MANAGERS GROUP	107,215.	208,240.		
ALLERGAN INC.	103,869.	110,076.		
AIRGAS INC.	109,565.	136,935.		
ASSOCIATED BANC CORP	125,000.	62,399.		
CABOT OIL & GAS CORP	0.	0.		

CARMAX INC.	0.	0.
CHECKPOINT SOFTWARE TECH	99,017.	90,516.
COGNIZANT TECH	69,513.	73,880.
DANAHER CORP	143,563.	335,400.
DUNKIN' BRANDS GROUP	112,330.	119,448.
ECOLAB INC.	148,494.	230,080.
EXLSERVICE HOLDINGS INC.	75,132.	71,550.
FASTENAL	0.	0.
GENPACT LTD.	164,436.	164,300.
GILEAD SCIENCES INC.	205,637.	367,250.
GLOBAL PAYMENTS INC.	0.	0.
GREEN MOUNTAIN COFFEE ROASTERS	164,830.	136,422.
IDEXX LABORATORIES INC.	112,116.	185,600.
INTERCONTINENTAL EXCHANGE	0.	0.
MASTERCARD INC.	112,391.	127,733.
MORNINGSTAR INC.	112,417.	157,075.
PERRIGO CO.	0.	0.
PHILIP MORRIS INTERNATIONAL	157,884.	317,832.
POLYPORE INTERNATIONAL INC.	162,796.	158,100.
PRAXAIR	134,980.	328,350.
QUALCOMM INC.	180,680.	247,440.
SALLY BEAUTY HOLDINGS INC.	189,638.	181,489.
SILICON LABORATORIES INC.	177,314.	167,200.
SOLARWINDS INC.	67,499.	125,880.
SOLERA HOLDINGS INC.	76,730.	80,205.
STERICYCLE INC.	103,949.	195,888.
TRANSDIGM GROUP INC.	148,244.	245,448.
TRIMAS CORP	29,670.	50,950.
WEX INC.	128,613.	199,731.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,523,522.	4,875,417.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CURRENCYSHARES JAPANESE YEN	COST	0.	0.
EGSHARES EM CONSUMER ETF	COST	35,284.	36,523.
ISHARES AAA-A RATED	COST	35,340.	35,282.
ISHARES BARCLAYS 7-10 YEAR	COST	49,477.	55,035.
ISHARES BARCLAYS TIPS BONDS	COST	0.	0.
ISHARES FTSE NAREIT DEV EX U	COST	127,195.	149,449.
ISHARES GOLD TRUST	COST	86,735.	82,914.
ISHARES IBOXX INV GR CORP BD	COST	0.	0.
ISHARES MSCI GERMANY INDEX	COST	70,609.	75,953.
ISHARES MSCI HONG KONG INDEX	COST	71,076.	74,670.
ISHARES RUSSELL 2000	COST	83,417.	86,597.
MARKET VECTORS GOLD MINERS	COST	48,998.	47,132.
PIMCO 15+ YR US TIPS	COST	0.	0.
POWERSHARES DB COMMODITY INDEX	COST		
TRACKING FUND		72,697.	72,200.

LEA CHARITABLE TRUST

36-3486285

POWERSHARES EM MKT SOVR DEBT	COST	70,933.	71,769.
POWERSHARES QQQ NASDAQ 100	COST	196,765.	217,143.
POWERSHARES S&P 500 LOW VOL	COST	82,956.	88,659.
SPDR GOLD TRUST	COST	7,838.	16,526.
VANGUARD DIVIDEND APPREC ETF	COST	136,512.	157,675.
VANGUARD INDEX US STK MRKT	COST	59,464.	88,889.
VANGUARD MSCI EAFE ETF	COST	80,732.	77,823.
VANGUARD MSCI EMERGING MARKET	COST	57,349.	54,549.
VANGUARD REIT ETF	COST	154,275.	188,451.
WILLIAM BLAIR FUNDS INT'L GROWTH	COST	841,106.	675,036.
WISDOMTREE ASIA LOCAL DEBT	COST	45,212.	47,505.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,413,970.	2,399,780.

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