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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal 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) \$ 15,749,934.	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		5,225,935.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		14.	14.		STATEMENT 2
4 Dividends and interest from securities		123,367.	85,495.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		122,120.			STATEMENT 1
b Gross sales price for all assets on line 6a	6,380,464.				
7 Capital gain net income (from Part IV, line 2)			5,377,151.		
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		5,471,436.	5,462,660.		
13 Compensation of officers, directors, trustees, etc					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	53,374.	53,374.		0.
17 Interest					
18 Taxes	STMT 6	1,154.	1,139.		15.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,614.	1,000.		614.
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		59,892.	56,513.		3,379.
25 Contributions, gifts, grants paid		501,500.			501,500.
26 Total expenses and disbursements. Add lines 24 and 25		561,392.	56,513.		504,879.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,910,044.			
b Net investment income (if negative, enter -0-)			5,406,147.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,788,451.	6,159,538.	6,159,538.
	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	3,523,522.	4,017,038.	6,841,209.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	2,413,970.	2,459,411.	2,749,187.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	7,725,943.	12,635,987.	15,749,934.
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			
	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"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	704,943.	704,943.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,021,000.	11,931,044.	
	30 Total net assets or fund balances	7,725,943.	12,635,987.	
	31 Total liabilities and net assets/fund balances	7,725,943.	12,635,987.	

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	7,725,943.
2 Enter amount from Part I, line 27a	2	4,910,044.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,635,987.
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	12,635,987.

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 6,380,464.		1,003,313.	5,377,151.

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			5,377,151.

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	5,377,151.
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

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))
2012	423,942.	8,661,703.	.048944
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

2 Total of line 1, column (d)	2	.235382
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	.047076
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,430,915.
5 Multiply line 4 by line 3	5	491,046.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	54,061.
7 Add lines 5 and 6	7	545,107.
8 Enter qualifying distributions from Part XII, line 4	8	504,879.

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	108,123.
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	108,123.
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	108,123.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 20,804.	7	20,804.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	87,319.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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		X
1c 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 2013 or the taxable year beginning in 2013 (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 ► 15 <u>N/A</u>			
16	At any time during calendar year 2013, 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	N/A	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 2013?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is 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.)	N/A	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 2013 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 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b
		X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

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Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

(c) Compensation	
------------------	--

(a) Name and address of each person paid more than \$50,000

(b) Type of service

(c) Compensation	
------------------	--

0

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

N/A

2

3

4

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

Amount

N/A

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

0.

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	8,432,795.
b	Average of monthly cash balances	1b	2,156,966.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,589,761.
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	10,589,761.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	158,846.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,430,915.
6	Minimum investment return Enter 5% of line 5	6	521,546.

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	521,546.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	108,123.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	108,123.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	413,423.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	413,423.
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	413,423.

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	504,879.
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	504,879.
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	504,879.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				413,423.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				7,940.
c From 2010				47,892.
d From 2011				
e From 2012				5,493.
f Total of lines 3a through e	61,325.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	504,879.			
a Applied to 2012, 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 2013 distributable amount				413,423.
e Remaining amount distributed out of corpus	91,456.			
5 Excess distributions carryover applied to 2013 (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	152,781.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	152,781.			
10 Analysis of line 9:				
a Excess from 2009	7,940.			
b Excess from 2010	47,892.			
c Excess from 2011				
d Excess from 2012	5,493.			
e Excess from 2013	91,456.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a 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.
CANCER CENTER, NORTHWESTERN UNIVERSITY 750 NORTH LAKE SHORE DRIVE, 9TH FLOOR CHICAGO, IL 60611	N/A	PUBLIC	GENERAL SUPPORT	50,000.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	N/A	PUBLIC	GENERAL SUPPORT	5,000.
Total	SEE CONTINUATION SHEET(S)			3a 501,500.
b Approved for future payment				
NONE				
Total			3b	0.

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

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


[illegible]

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


b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here



 5/2/12



Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)?
☒ Yes
☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>Fred M Brody</i>	Date 4/24/14	Check <input type="checkbox"/> if self-employed	PTIN P01045120
	Firm's name ▶ MORRISON & MORRISON, LTD.			Firm's EIN ▶ 36-3143186	
	Firm's address ▶ 19 SOUTH LASALLE ST., SUITE 1100 CHICAGO, IL 60603			Phone no 312-346-2141	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

LEA CHARITABLE TRUST

36-3486285

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

LEA CHARITABLE TRUST

36-3486285

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARCIA W. LEA 1255 GULFSHORE BOULEVARD NORTH, UNIT 3-S NAPLES, FL 34102	\$ 5,111,696.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	L. BATES LEA 1255 GULFSHORE BOULEVARD NORTH, UNIT 3-S NAPLES, FL 34102	\$ 114,239.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

LEA CHARITABLE TRUST**36-3486285****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>COMMON STOCK OF PUBLIC COMPANIES</u> _____ _____ _____	\$ <u>5,111,696.</u>	<u>11/12/13</u>
<u>2</u>	<u>COMMON STOCK OF PUBLIC COMPANIES</u> _____ _____ _____	\$ <u>114,239.</u>	<u>11/12/13</u>
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

LEA CHARITABLE TRUST**36-3486285****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	200 SHS SOLERA HOLDINGS INC	P	02/07/12	03/21/13
b	600 SHS SOLERA HOLDINGS INC	P	02/07/12	03/22/13
c	100 SHS SOLERA HOLDINGS INC	P	02/07/12	03/25/13
d	600 SHS SOLERA HOLDINGS INC	P	02/07/12	03/26/13
e	3,500 SHS GILEAD SCIENCES INC	P	11/13/07	05/09/13
f	7,050 SHS ASSOCIATED BANC-CORP	D	12/12/08	11/12/13
g	1,927 SHS ASSOCIATED BANC-CORP	D	03/12/76	11/12/13
h	2,225 SHS ASSOCIATED BANC-CORP	D	03/12/76	11/12/13
i	2,734 SHS ASSOCIATED BANC-CORP	D	03/12/76	11/12/13
j	3,410 SHS ASSOCIATED BANC-CORP	D	12/12/08	11/12/13
k	40,345 SHS ASSOCIATED BANC-CORP	D	12/12/08	11/12/13
l	4,756 SHS ASSOCIATED BANC-CORP	D	03/12/76	11/12/13
m	38,820 SHS BP PLC-SPONS ADR	D	12/24/08	11/12/13
n	6,021 SHS FASTENAL CO	D	04/19/89	11/12/13
o	8,174 SHS FASTENAL CO	D	04/19/89	11/12/13

(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 11,545.		10,231.	1,314.
b 34,227.		30,692.	3,535.
c 5,639.		5,115.	524.
d 34,164.		30,692.	3,472.
e 184,033.		73,878.	110,155.
f 116,137.		3,737.	112,400.
g 31,744.		1,029.	30,715.
h 36,653.		1,179.	35,474.
i 45,038.		1,449.	43,589.
j 56,174.		1,807.	54,367.
k 664,616.		21,383.	643,233.
l 78,347.		2,537.	75,810.
m 1,791,259.		27,174.	1,764,085.
n 283,439.		2,226.	281,213.
o 384,792.		3,022.	381,770.

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			1,314.
b			3,535.
c			524.
d			3,472.
e			110,155.
f			112,400.
g			30,715.
h			35,474.
i			43,589.
j			54,367.
k			643,233.
l			75,810.
m			1,764,085.
n			281,213.
o			381,770.

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	25,438 SHS PAYCHEX INC	D	03/18/85	11/12/13
b	4,439 SHS WALGREEN CO	D	04/24/87	11/12/13
c	143 SHS WALGREEN CO	D	04/24/87	11/12/13
d	512 SHS WALGREEN CO	D	10/22/87	11/12/13
e	2,988 SHS WALGREEN CO	D	10/22/87	11/12/13
f	4,500 SHS WALGREEN CO	D	10/22/87	11/12/13
g	2,282 SHS POWERSHARES EM MKT SOVR DEBT	P	10/03/12	01/17/13
h	904 SHS POWERSHARES QQQ TRUST SERIES	P	02/02/12	02/06/13
i	277 SHS VANGUARD REIT ETF	P	09/15/10	02/06/13
j	721 SHS VANGUARD REIT ETF	P	10/04/10	02/06/13
k	1,016 SHS MARKET VECTORS GOLD MINERS	P	06/06/12	02/20/13
l	277 SHS MARKET VECTORS GOLD MINERS	P	02/06/13	02/20/13
m	102 SHS SPDR GOLD SHARES	P	09/09/08	02/20/13
n	3,467 SHS ISHARES MSCI HONG KONG ETF	P	02/06/13	06/07/13
o	3,845 SHS ISHARES MSCI HONG KONG ETF	P	10/03/12	06/07/13

(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 1,066,854.		5,638.	1,061,216.
b 263,700.		9,855.	253,845.
c 8,495.		317.	8,178.
d 30,416.		932.	29,484.
e 177,503.		5,429.	172,074.
f 267,324.		8,190.	259,134.
g 70,778.		70,933.	-155.
h 60,744.		55,363.	5,381.
i 18,934.		14,358.	4,576.
j 49,282.		39,344.	9,938.
k 38,593.		48,998.	-10,405.
l 10,522.		11,791.	-1,269.
m 15,538.		7,838.	7,700.
n 66,712.		69,591.	-2,879.
o 73,985.		71,076.	2,909.

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			1,061,216.
b			253,845.
c			8,178.
d			29,484.
e			172,074.
f			259,134.
g			-155.
h			5,381.
i			4,576.
j			9,938.
k			-10,405.
l			-1,269.
m			7,700.
n			-2,879.
o			2,909.

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	3,013 SHS ISHARES INTERNATIONAL DEVELO	P	06/06/12	06/12/13
b	1,498 SHS ISHARES INTERNATIONAL DEVELO	P	08/02/12	06/12/13
c	513 SHS VANGUARD REIT ETF	P	06/06/12	06/25/13
d	549 SHS VANGUARD REIT ETF	P	10/04/10	06/25/13
e	418 SHS WISDOMTREE JAPAN HEDGED EQ	P	02/06/13	06/28/13
f	168 SHS POWERSHARES QQQ TRUST SERIES	P	02/02/12	06/28/13
g	345 SHS POWERSHARES S&P 500 LOW VOL	P	02/02/12	06/28/13
h	227 SHS VANGUARD DIVIDEND APPREC ETF	P	02/01/11	06/28/13
i	137 SHS VANGUARD US TOTAL STOCK MKT	P	10/05/11	06/28/13
j	408 SHS POWERSHARES S&P 500 LOW VOL	P	02/02/12	10/03/13
k	234 SHS VANGUARD REIT ETF	P	10/04/10	10/03/13
l	1,342 SHS ISHARES GOLD TRUST	P	10/03/12	10/09/13
m	464 SHS ISHARES GOLD TRUST	P	12/08/11	10/09/13
n	2,297 SHS SPDR BARCLAYS SHORT TERM COR	P	06/25/13	10/09/13
o	FR SH ISHARES GOLD TRUST	P	06/28/13	12/31/13

(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 95,667.		82,687.	12,980.
b 47,564.		44,509.	3,055.
c 33,681.		31,765.	1,916.
d 36,045.		27,857.	8,188.
e 19,117.		17,215.	1,902.
f 11,984.		10,289.	1,695.
g 10,753.		8,935.	1,818.
h 15,078.		12,195.	2,883.
i 11,375.		7,905.	3,470.
j 12,605.		10,567.	2,038.
k 15,398.		11,830.	3,568.
l 17,008.		23,260.	-6,252.
m 5,881.		7,852.	-1,971.
n 70,213.		70,422.	-209.
o 7.		7.	0.

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			12,980.
b			3,055.
c			1,916.
d			8,188.
e			1,902.
f			1,695.
g			1,818.
h			2,883.
i			3,470.
j			2,038.
k			3,568.
l			-6,252.
m			-1,971.
n			-209.
o			0.

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	FR SH ISHARES GOLD TRUST	P	12/08/11	12/31/13
b	ISHARES GOLD TRUST	P	VARIOUS	12/31/13
c	SPDR GOLD TRUST	P	VARIOUS	12/31/13
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 9.		12.	-3.
b 197.		197.	0.
c 5.		5.	0.
d 690.			690.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3.
b			0.
c			0.
d			690.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	5,377,151.
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

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 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	130,000.
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	2,000.
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.
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.
Total from continuation sheets				415,500.

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
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	100,000.
TRUST FOR THE PUBLIC LAND, 606 PROJECT 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	N/A	PUBLIC	GENERAL SUPPORT	10,000.
UNIVERSITY OF CALIFORNIA, SANTA BARBARA UCSB OFFICE OF DEVELOPMENT SANTA BARBARA, CA 93106	N/A	PUBLIC	GENERAL SUPPORT	5,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 9000 ANN ARBOR, MI 481091288	N/A	PUBLIC	GENERAL SUPPORT	35,000.
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	25,000.
Total from continuation sheets				

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
200 SHS SOLERA HOLDINGS INC	PURCHASED	02/07/12	03/21/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,545.	10,231.	0.	0.	1,314.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
600 SHS SOLERA HOLDINGS INC	PURCHASED	02/07/12	03/22/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34,227.	30,692.	0.	0.	3,535.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS SOLERA HOLDINGS INC	PURCHASED	02/07/12	03/25/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,639.	5,115.	0.	0.	524.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
600 SHS SOLERA HOLDINGS INC	34,164.	30,692.	0.	0.		03/26/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
3,500 SHS GILEAD SCIENCES INC	184,033.	73,878.	0.	0.		05/09/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
7,050 SHS ASSOCIATED BANC-CORP	116,137.	116,960.	0.	0.		11/12/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
1,927 SHS ASSOCIATED BANC-CORP	31,744.	31,969.	0.	0.		11/12/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,225 SHS ASSOCIATED BANC-CORP	36,653.	36,913.	0.	0.	-260.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,734 SHS ASSOCIATED BANC-CORP	45,038.	45,357.	0.	0.	-319.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,410 SHS ASSOCIATED BANC-CORP	56,174.	56,572.	0.	0.	-398.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40,345 SHS ASSOCIATED BANC-CORP	664,616.	669,324.	0.	0.	-4,708.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
4,756 SHS ASSOCIATED BANC-CORP	DONATED	03/12/76	11/12/13	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78,347.	125,000.	0.	0.	-46,653.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
38,820 SHS BP PLC-SPONS ADR	DONATED	12/24/08	11/12/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,791,259.	1,786,885.	0.	0.	4,374.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
6,021 SHS FASTENAL CO	DONATED	04/19/89	11/12/13	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
283,439.	282,626.	0.	0.	813.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
8,174 SHS FASTENAL CO	DONATED	04/19/89	11/12/13	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
384,792.	383,688.	0.	0.	1,104.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,438 SHS PAYCHEX INC	1,066,854.	1,068,396.	0.	0.	-1,542.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,439 SHS WALGREEN CO	263,700.	263,632.	0.	0.	68.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
143 SHS WALGREEN CO	8,495.	8,493.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
512 SHS WALGREEN CO	30,416.	30,408.	0.	0.	8.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,988 SHS WALGREEN CO	177,503.	177,457.	0.	0.	46.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,500 SHS WALGREEN CO	267,324.	267,255.	0.	0.	69.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,282 SHS POWERSHARES EM MKT SOVR DEBT	70,778.	70,933.	0.	0.	-155.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
904 SHS POWERSHARES QQQ TRUST SERIES	60,744.	55,363.	0.	0.	5,381.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
277 SHS VANGUARD REIT ETF	PURCHASED	09/15/10	02/06/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,934.	14,358.	0.	0.	4,576.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
721 SHS VANGUARD REIT ETF	PURCHASED	10/04/10	02/06/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,282.	39,344.	0.	0.	9,938.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1,016 SHS MARKET VECTORS GOLD MINERS	PURCHASED	06/06/12	02/20/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,593.	48,998.	0.	0.	-10,405.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
277 SHS MARKET VECTORS GOLD MINERS	PURCHASED	02/06/13	02/20/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,522.	11,791.	0.	0.	-1,269.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
102 SHS SPDR GOLD SHARES	PURCHASED	09/09/08	02/20/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,538.	7,838.	0.	0.	7,700.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
3,467 SHS ISHARES MSCI HONG KONG ETF	PURCHASED	02/06/13	06/07/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66,712.	69,591.	0.	0.	-2,879.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
3,845 SHS ISHARES MSCI HONG KONG ETF	PURCHASED	10/03/12	06/07/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,985.	71,076.	0.	0.	2,909.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
3,013 SHS ISHARES INTERNATIONAL DEVELO	PURCHASED	06/06/12	06/12/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
95,667.	82,687.	0.	0.	12,980.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,498 SHS ISHARES INTERNATIONAL DEVELO	PURCHASED	08/02/12	06/12/13		
	47,564.	44,509.	0.	0.	3,055.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
513 SHS VANGUARD REIT ETF	PURCHASED	06/06/12	06/25/13		
	33,681.	31,765.	0.	0.	1,916.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
549 SHS VANGUARD REIT ETF	PURCHASED	10/04/10	06/25/13		
	36,045.	27,857.	0.	0.	8,188.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
418 SHS WISDOMTREE JAPAN HEDGED EQ	PURCHASED	02/06/13	06/28/13		
	19,117.	17,215.	0.	0.	1,902.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
168 SHS POWERSHARES QQQ TRUST SERIES	PURCHASED	02/02/12	06/28/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,984.	10,289.	0.	0.	1,695.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
345 SHS POWERSHARES S&P 500 LOW VOL	PURCHASED	02/02/12	06/28/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,753.	8,935.	0.	0.	1,818.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
227 SHS VANGUARD DIVIDEND APPREC ETF	PURCHASED	02/01/11	06/28/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,078.	12,195.	0.	0.	2,883.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
137 SHS VANGUARD US TOTAL STOCK MKT	PURCHASED	10/05/11	06/28/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,375.	7,905.	0.	0.	3,470.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
408 SHS POWERSHARES S&P 500 LOW VOL	PURCHASED	02/02/12	10/03/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,605.	10,567.	0.	0.	2,038.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
234 SHS VANGUARD REIT ETF	PURCHASED	10/04/10	10/03/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,398.	11,830.	0.	0.	3,568.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1,342 SHS ISHARES GOLD TRUST	PURCHASED	10/03/12	10/09/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,008.	23,260.	0.	0.	-6,252.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
464 SHS ISHARES GOLD TRUST	PURCHASED	12/08/11	10/09/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,881.	7,852.	0.	0.	-1,971.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
2,297 SHS SPDR BARCLAYS SHORT TERM COR	PURCHASED	06/25/13	10/09/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70,213.	70,422.	0.	0.	-209.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FR SH ISHARES GOLD TRUST	PURCHASED	06/28/13	12/31/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7.	7.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FR SH ISHARES GOLD TRUST	PURCHASED	12/08/11	12/31/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9.	12.	0.	0.	-3.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
ISHARES GOLD TRUST	PURCHASED	VARIOUS	12/31/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
197.	197.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SPDR GOLD TRUST	PURCHASED	VARIOUS	12/31/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5.	5.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV 690.

TOTAL TO FORM 990-PF, PART I, LINE 6A 122,120.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NATIONAL FINANCIAL SERVICES LLC	5.	5.	
THE NORTHERN TRUST COMPANY MONEY MARKET ACCOUNT	9.	9.	
TOTAL TO PART I, LINE 3	14.	14.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NATIONAL FINANCIAL SERVICES LLC AS NOMINEE	36,215.	690.	35,525.	34,553.	
WILLIAM BLAIR & CO. AS NOMINEE	87,842.	0.	87,842.	50,942.	
TO PART I, LINE 4	124,057.	690.	123,367.	85,495.	

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	49,063.	49,063.		0.
OTHER INVESTMENT EXPENSES	4,311.	4,311.		0.
TO FORM 990-PF, PG 1, LN 16C	53,374.	53,374.		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	1,139.	1,139.		0.
FEDERAL TAXES	0.	0.		0.
STATE TAXES	15.	0.		15.
TO FORM 990-PF, PG 1, LN 18	1,154.	1,139.		15.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AFFILIATED MANAGERS GROUP	107,215.	347,008.	
AIRGAS INC.	109,565.	167,775.	
ALLERGAN INC.	211,774.	266,592.	
ASSOCIATED BANC CORP	0.	0.	
CHECKPOINT SOFTWARE TECH	210,495.	264,446.	

CITRIX SYSTEMS INC.	152,052.	126,500.
COGNIZANT TECH	69,513.	100,980.
DANAHER CORP	143,563.	463,200.
DUNKIN' BRANDS GROUP	112,330.	173,520.
ECOLAB INC.	148,494.	333,664.
EXPRESS SCRIPTS HOLDING	192,579.	245,840.
EXLSERVICE HOLDINGS INC.	75,132.	74,574.
GENPACT LTD.	164,436.	194,722.
GILEAD SCIENCES INC.	131,759.	488,150.
GREEN MOUNTAIN COFFEE ROASTERS	164,830.	249,282.
IDEXX LABORATORIES INC.	112,116.	212,740.
MASTERCARD INC.	112,391.	217,220.
MORNINGSTAR INC.	112,417.	195,225.
PHILIP MORRIS INTERNATIONAL	157,884.	331,094.
POLYPORE INTERNATIONAL INC.	162,796.	132,260.
PRAXAIR	134,980.	390,090.
QUALCOMM INC.	180,680.	297,000.
SALLY BEAUTY HOLDINGS INC.	189,638.	232,771.
SILICON LABORATORIES INC.	277,334.	281,515.
SOLARWINDS INC.	158,467.	166,452.
SOLERA HOLDINGS INC.	0.	0.
STERICYCLE INC.	103,949.	243,957.
TRANSDIGM GROUP INC.	148,244.	289,836.
TRIMAS CORP	29,670.	72,560.
WEX INC.	142,735.	282,236.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,017,038.	6,841,209.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EGSHARES EM CONSUMER ETF	COST	35,284.	36,852.
ISHARES AAA-A RATED	COST	35,340.	33,608.
ISHARES BARCLAYS 7-10 YEAR	COST	49,477.	50,811.
ISHARES FTSE NAREIT DEV EX U	COST	0.	0.
ISHARES GOLD TRUST	COST	86,425.	68,585.
ISHARES MSCI GERMANY INDEX	COST	136,633.	177,729.
ISHARES MSCI HONG KONG INDEX	COST	0.	0.
ISHARES MSCI UNITED KINGDOM	COST	74,045.	82,351.
ISHARES RUSSELL 2000	COST	147,798.	194,497.
MARKET VECTORS GOLD MINERS	COST	0.	0.
POWERSHARES DB COMMODITY INDEX TRACKING FUND	COST	67,731.	66,690.
POWERSHARES EM MKT SOVR DEBT	COST	0.	0.
POWERSHARES QQQ NASDAQ 100	COST	131,113.	198,966.
POWERSHARES S&P 500 LOW VOL	COST	63,454.	81,242.
SPDR S&P ETF TRUST	COST	141,433.	165,852.
SPDR GOLD TRUST	COST	0.	0.
VANGUARD DIVIDEND APPREC ETF	COST	124,317.	182,006.

LEA CHARITABLE TRUST

36-3486285

VANGUARD INDEX US STK MRKT	COST	51,558.	103,210.
VANGUARD FTSE DEVELOPED ETF	COST	80,732.	92,071.
VANGUARD MSCI EMERGING MARKET	COST	57,349.	50,397.
VANGUARD GLBL EX-US REAL EST	COST	38,129.	36,665.
VANGUARD REIT ETF	COST	29,121.	36,799.
WILLIAM BLAIR FUNDS INT'L GROWTH	COST	851,909.	802,996.
WISDOMTREE ASIA LOCAL DEBT	COST	57,654.	55,412.
WISDOMTREE BRAZILIAN REAL FD	COST	75,226.	70,878.
WISDOMTREE JAPAN HEDGED EQ	COST	124,683.	161,570.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,459,411.	2,749,187.

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 106 WINDHAM HILL QUECHEE, VT 05059	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