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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
COLE-CRONE FAMILY FOUNDATION, INC.
C/O MR. MARVIN CRONE

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
68 BUCKINGHAM COURT

City or town, state, and ZIP code
DEERFIELD, IL 60015

A Employer identification number 36-4039363

B Telephone number (847)236-0626

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 18,360,551.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	248,834.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	140,147.	140,147.		STATEMENT 2
	4	Dividends and interest from securities	265,848.	265,848.		STATEMENT 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	109,486.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 4,176,203.				
	7	Capital gain net income (from Part IV, line 2)		386,539.		
	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	764,315.	792,534.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	12,000.	3,000.		9,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	8,550.	7,550.		1,000.
	c	Other professional fees STMT 5	123,465.	123,465.		0.
	17	Interest	12.	12.		0.
	18	Taxes STMT 6	32,660.	2,368.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	130.	0.		130.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	176,817.	136,395.		10,130.
	25	Contributions, gifts, grants paid	857,000.			857,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,033,817.	136,395.		867,130.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<269,502.>			
	b	**Net investment income** (if negative, enter -0-)		656,139.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,007,823.	677,580.	677,580.
	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 10	4,288,360.	4,495,791.	5,189,656.
	c Investments - corporate bonds STMT 11	5,883,657.	7,160,612.	7,582,476.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	5,645,643.	4,391,357.	4,910,839.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	16,825,483.	16,725,340.	18,360,551.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	16,825,483.	16,725,340.	
	30 **Total net assets or fund balances**	16,825,483.	16,725,340.	
	31 **Total liabilities and net assets/fund balances**	16,825,483.	16,725,340.	

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	16,825,483.
2	Enter amount from Part I, line 27a	2	<269,502.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	277,053.
4	Add lines 1, 2, and 3	4	16,833,034.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	107,694.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,725,340.

Form **990-PF** (2012)

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
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	4,176,203.		3,789,664.	386,539.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				386,539.

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	386,539.
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))
2011	862,050.	18,028,304.	.047816
2010	788,285.	17,410,399.	.045277
2009	890,484.	15,743,197.	.056563
2008	970,883.	18,093,482.	.053659
2007	898,580.	19,871,672.	.045219

2	**Total** of line 1, column (d)	2	.248534
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	.049707
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,857,809.
5	Multiply line 4 by line 3	5	887,658.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,561.
7	Add lines 5 and 6	7	894,219.
8	Enter qualifying distributions from Part XII, line 4	8	867,130.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	13,123.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	13,123.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	13,123.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 12,800.		
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	12,800.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	4.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	327.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 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.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 13	10	X	

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARVIN CRONE Telephone no. ▶ (847)236-0626

Located at ▶ 68 BUCKINGHAM COURT, DEERFIELD, IL ZIP+4 ▶ 60015

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 N/A

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	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 | No: 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
MARVIN CRONE 68 BUCKINGHAM COURT DEERFIELD, IL 60015	PRES,TREASURER,DIRECTOR 5.00	12,000.	0.	0.
ILENE S. COLE 810 AUDUBON WAY, HP320 LINCOLNSHIRE, IL 60069	VICE PRES.,DIRECTOR 1.00	0.	0.	0.
JULIE COLE CRONE 68 BUCKINGHAM COURT DEERFIELD, IL 60015	SEC,DIRECTOR 1.00	0.	0.	0.
BRIAN GENRICH 2327 IROQUOIS DRIVE GLENVIEW, IL 60026	MANAGER 1.00	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.

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	17,342,476.
b	Average of monthly cash balances		1b	787,279.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	18,129,755.
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	18,129,755.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	271,946.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	17,857,809.
6	**Minimum investment return.** Enter 5% of line 5		6	892,890.

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	892,890.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 13,123.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	13,123.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	879,767.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	879,767.
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	879,767.

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	867,130.
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	867,130.
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	867,130.

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				879,767.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			864,332.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 867,130.				
a Applied to 2011, but not more than line 2a			864,332.	
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				2,798.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				876,969.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN BRAIN TUMOR ASSOCIATION 2720 RIVER RD DES PLAINES, IL 60018		EXEMPT	UNRESTRICTED UNRESTICTED	15,000.
AMERICAN JEWISH WORLD SERVICE 45 W 36TH STREET 11TH FL NEW YORK, NY 10018		EXEMPT	UNRESTRICTED	20,000.
AMERICAN SOCIETY FOR TECHNION 111 W. WASHINGTON ST STE 1220 CHICAGO, IL 60602		EXEMPT	UNRESTRICTED	100,000.
CHILDREN'S MEMORIAL FOUNDATION 2300 CHILDREN'S PLAZA BOX 4 CHICAGO, IL 60614		EXEMPT	UNRESTRICTED	100,000.
DOCTORS WITHOUT BORDERS USA 333 SEVENTH AVE 2ND FL NEW YORK, NY 10001		EXEMPT	UNRESTRICTED	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	857,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	140,147.	
4 Dividends and interest from securities			14	265,848.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	109,486.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		515,481.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 515,481.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

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

Signature of officer or trustee — Date 5/13/13 — Title PRESIDENT, DIRECTOR

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	Date	Check ☐ if self-employed	PTIN
BRIAN G. GENRICH		5/10/13		P00029439
Firm's name ▶ WARADY & DAVIS LLP			Firm's EIN ▶ 36-2170602	
Firm's address ▶ 1717 DEERFIELD RD SUITE 300S DEERFIELD, IL 60015			Phone no. (847)267-9600	

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	150,000 NORTHERN TRUST 5.2% 11/9/12	P	08/19/08	01/27/12
b	2,500 SH WALGREEN CO	P	11/18/08	01/27/12
c	1,200 SH TARGET	D	12/08/08	10/10/12
d	2,000 SH WALGREEN CO	D	12/08/08	10/10/12
e	100,000 NORTHERN TRUST 5.2% 11/9/12	P	08/19/08	11/09/12
f	312.017 SH ENTRUST CAPITAL DIVERSIFIED FUND QP LT	P	08/01/07	06/30/12
g	311.946 SH ENTRUST CAPITAL DIVERSIFIED FUND QP LT	P	08/01/07	10/01/12
h	3,200 SH ABBOTT LABORATORIES	D	10/27/87	03/02/12
i	1,000 SH MCDONALDS CORP	D	10/21/94	03/02/12
j	GOLDMAN SACHS #16150-SEE ATTACHED SCHEDULE	P		
k	GOLDMAN SACHS #16150-SEE ATTACHED SCHEDULE	P		
l	GOLDMAN SACHS #82024-SEE ATTACHED SCHEDULE	P		
m	GOLDMAN SACHS #82024-SEE ATTACHED SCHEDULE	P		
n	GOLDMAN SACHS #60670-SEE ATTACHED SCHEDULE	P		
o	CLASS ACTION SETTLEMENTS	P		

	(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	154,972.		151,269.	3,703.
b	84,392.		58,552.	25,840.
c	76,635.		43,884.	32,751.
d	72,690.		51,499.	21,191.
e	100,000.		100,846.	<846.>
f	450,000.		395,147.	54,853.
g	460,000.		393,580.	66,420.
h	182,221.		17,735.	164,486.
i	99,305.		13,875.	85,430.
j	26,487.		28,110.	<1,623.>
k	1,493,668.		1,591,546.	<97,878.>
l	67,316.		65,526.	1,790.
m	134,213.		139,236.	<5,023.>
n	749,161.		738,859.	10,302.
o	245.			245.

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				3,703.
b				25,840.
c				32,751.
d				21,191.
e				<846.>
f				54,853.
g				66,420.
h				164,486.
i				85,430.
j				<1,623.>
k				<97,878.>
l				1,790.
m				<5,023.>
n				10,302.
o				245.

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	

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	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
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	24,898.			24,898.
b				
c				
d				
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				24,898.
b				
c				
d				
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	386,539.
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

223591
05-01-12

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
ELIZABETH GLASER PEDIATRIC AIDS FOUNDATION 1140 CONNETICUT AVE STE 200 WASHINGTON, DC 20036		EXEMPT	UNRESTRICTED	10,000.
GLENWOOD SCHOOL 41 W 400 SILVER GLEN ST CHARLES, IL 60175		EXEMPT	UNRESTRICTED	10,000.
GLOBAL COMMUNITY SERVICE FOUNDATION 3907 LARO COURT FAIRFAX, VA 22031		EXEMPT	UNRESTRICTED	30,000.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202		EXEMPT	UNRESTRICTED	10,000.
HUMAN HEALTH PROJECT 479 RUSTIC DRIVE LOS ANGELES, CA 90065		EXEMPT	UNRESTRICTED	15,000.
JEWISH UNITED FUND OF METROPOLITAN CHICAGO 30 S WELLS ST CHICAGO, IL 60606		EXEMPT	UNRESTRICTED	15,000.
LEUKEMIA RESEARCH FOUNDATION 3520 LAKE AVE STE 202 WILMETTE, IL 60091		EXEMPT	UNRESTRICTED	30,000.
MT SINAI MEDICAL CENTER FOUNDATION 4300 ALTON ROAD MIAMI BEACH, FL 33140		EXEMPT	UNRESTRICTED	100,000.
NATIONAL JEWISH HEALTH 100 N LASALLE SUITE 1612 CHICAGO, IL 60602		EXEMPT	UNRESTRICTED	50,000.
NORTH SHORE UNIVERSITY HEALTH SYSTEM FOUNDATION 1033 UNIVERSITY PLACE STE 450 EVANSTON, IL 60201		EXEMPT	UNRESTRICTED	90,000.
Total from continuation sheets				597,000.

223631
05-01-12

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
PARKINSON'S DISEASE FOUNDATION 1359 BROADWAY SUITE 1509 NEW YORK, NY 10018		EXEMPT	UNRESTRICTED	15,000.
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN ROAD HIGHLAND PARK, IL 60035		EXEMPT	UNRESTRICTED	6,000.
REMOTE AREA MEDICAL 1834 BEECH STREET KNOXVILLE, TN 37920		EXEMPT	UNRESTRICTED	5,000.
RUSH ENDOWED SCHOLARSHIP FUND 1700 W VAN BUREN ST SUITE 250 CHICAGO, IL 60612		EXEMPT	UNRESTRICTED	100,000.
ST. JUDE CHILDRENS HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105		EXEMPT	UNRESTRICTED	25,000.
UNITED CEREBRAL PALSY OF GREATER CHICAGO 7550 W. 183RD STREET CHICAGO, IL 60477		EXEMPT	UNRESTRICTED	40,000.
WAUKEGAN WATER SAFETY ASSOCIATION 2610 LAKE COOK RD SUITE 100 DEERFIELD, IL 60015		EXEMPT	UNRESTRICTED	1,000.
WOMEN'S AMERICAN ORT 75 MAIDEN LANE NEW YORK, NY 10038		EXEMPT	UNRESTRICTED	15,000.
RED CROSS 2025 E. STREET WASHINGTON, DC 20006		EXEMPT	UNRESTRICTED	30,000.
Total from continuation sheets				

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.

OMB No 1545-0047

2012

Name of the organization
COLE-CRONE FAMILY FOUNDATION, INC.
C/O MR. MARVIN CRONE

Employer identification number
36-4039363

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	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check 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

[X] 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
COLE-CRONE FAMILY FOUNDATION, INC.
C/O MR. MARVIN CRONE

Employer identification number
36-4039363

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	ILENE S. COLE 810 AUDUBON WAY, HP320 LINCOLNSHIRE, IL 60201	$ 37,079.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	ILENE S. COLE 810 AUDUBON WAY, HP320 LINCOLNSHIRE, IL 60201	$ 29,948.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	ILENE S. COLE 810 AUDUBON WAY, HP320 LINCOLNSHIRE, IL 60201	$ 31,761.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	ILENE S. COLE 810 AUDUBON WAY, HP320 LINCOLNSHIRE, IL 60201	$ 77,976.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
5	ILENE S. COLE 810 AUDUBON WAY, HP320 LINCOLNSHIRE, IL 60201	$ 72,070.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
COLE-CRONE FAMILY FOUNDATION, INC. C/O MR. MARVIN CRONE	36-4039363

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
1	700 WALT DISNEY	$ 37,079.	09/25/12
2	500 HONEYWELL INTERNATIONAL	$ 29,948.	09/25/12
3	500 QUALCOMM	$ 31,761.	09/25/12
4	1,200 TARGET	$ 77,976.	09/25/12
5	2,000 WALGREEN CO	$ 72,070.	09/25/12
		$	

Name of organization	Employer identification number
COLE-CRONE FAMILY FOUNDATION, INC. C/O MR. MARVIN CRONE	36-4039363

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

(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

(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

(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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150,000 NORTHERN TRUST 5.2% 11/9/12	PURCHASED	08/19/08	01/27/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
154,972.	151,269.	0.	0.	3,703.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,500 SH WALGREEN CO	PURCHASED	11/18/08	01/27/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
84,392.	58,552.	0.	0.	25,840.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,200 SH TARGET	DONATED	12/08/08	10/10/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
76,635.	77,976.	0.	0.	<1,341.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,000 SH WALGREEN CO	DONATED	12/08/08	10/10/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,690.	72,070.	0.	0.	620.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 NORTHERN TRUST 5.2% 11/9/12	PURCHASED	08/19/08	11/09/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,846.	0.	0.	<846.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
312.017 SH ENTRUST CAPITAL DIVERSIFIED FUND QP LTD	PURCHASED	08/01/07	06/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
450,000.	395,147.	0.	0.	54,853.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
311.946 SH ENTRUST CAPITAL DIVERSIFIED FUND QP LTD	PURCHASED	08/01/07	10/01/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
460,000.	393,580.	0.	0.	66,420.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,200 SH ABBOTT LABORATORIES	DONATED	10/27/87	03/02/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
182,221.	165,600.	0.	0.	16,621.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 SH MCDONALDS CORP	DONATED	10/21/94	03/02/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
99,305.	88,400.	0.	0.	10,905.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #16150-SEE ATTACHED SCHEDULE	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,487.	28,110.	0.	0.	<1,623.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #16150-SEE ATTACHED SCHEDULE	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,493,668.	1,591,546.	0.	0.	<97,878.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #82024-SEE ATTACHED SCHEDULE	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
67,316.	65,526.	0.	0.	1,790.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #82024-SEE ATTACHED SCHEDULE	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
134,213.	139,236.	0.	0.	<5,023.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #60670-SEE ATTACHED SCHEDULE	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
749,161.	738,859.	0.	0.	10,302.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION SETTLEMENTS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
245.	0.	0.	0.	245.

CAPITAL GAINS DIVIDENDS FROM PART IV	24,898.
TOTAL TO FORM 990-PF, PART I, LINE 6A	109,486.

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

SOURCE	AMOUNT
CHARLES SCHWAB & CO	81,422.
GOLDMAN SACHS #16150	732.
GOLDMAN SACHS #60670	57,963.
GOLDMAN SACHS #82024	21.
JPMORGAN CHASE	9.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	140,147.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO	43,390.	0.	43,390.
GOLDMAN SACHS #16150	244,509.	24,898.	219,611.
GOLDMAN SACHS #82024	2,847.	0.	2,847.
TOTAL TO FM 990-PF, PART I, LN 4	290,746.	24,898.	265,848.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,550.	7,550.		1,000.
TO FORM 990-PF, PG 1, LN 16B	8,550.	7,550.		1,000.

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 MANAGEMENT FEES	123,465.	123,465.		0.
TO FORM 990-PF, PG 1, LN 16C	123,465.	123,465.		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 TAX PAID	2,368.	2,368.		0.
FEDERAL EXCISE TAX ON INVESTMENT INCOME	30,292.	0.		0.
TO FORM 990-PF, PG 1, LN 18	32,660.	2,368.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE ANNUAL FILING FEES	25.	0.		25.
POSTAGE	105.	0.		105.
TO FORM 990-PF, PG 1, LN 23	130.	0.		130.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
EXCESS OF FAIR MARKET VALUE OVER BASIS OF DONATED STOCK SOLD	277,053.
TOTAL TO FORM 990-PF, PART III, LINE 3	277,053.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
EXCESS OF FAIR MARKET VALUE OVER BASIS OF STOCK CONTRIBUTED	107,694.
TOTAL TO FORM 990-PF, PART III, LINE 5	107,694.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	4,495,791.	5,189,656.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,495,791.	5,189,656.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	7,160,612.	7,582,476.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,160,612.	7,582,476.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CURRENCY COMMODITIES	COST	650,000.	692,014.
HEDGE FUNDS	COST	3,741,357.	4,218,825.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,391,357.	4,910,839.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 13
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
ILENE COLE	810 AUDUBON WAY, HP320 LINCOLNSHIRE, IL 60069

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	0.00	Net Covered Long-Term Gains (Losses)	0.00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0.00	Net NonCovered Long-Term Gains (Losses)	10,301.41		
Net 1099B Non Reportable Short-Term Gains (Losses)	0.00	Net 1099B Non Reportable Long-Term Gains (Losses)	0.00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0.00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0.00	Net Regulated Futures Contract Long-Term Gains (Losses)	0.00		
Total Short-Term Gains (Losses)	**0.00**	**Total Long-Term Gains (Losses)**	**10,301.41**	**Total Ordinary Gains (Losses)**	**0.00**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
SHELL INTERNATIONAL FINANCE B. 4.95% 03/22/2012 USD SR LIEN M-W+10.00BP (822582AB8)	06/17/2009	03/22/2012	250,000.00	250,000.00	(17,262.50)	250,000.00	0.00
GENERAL ELECTRIC CAPITAL CORPO CPN 8.1250 05/15/2012 USD (369622DN2)	02/15/2002	05/15/2012	130,000.00	130,000.00	(22,513.40)	130,000.00	0.00
DELL INC. 5.625% 04/15/2014 (24702RAG6)	04/08/2009	10/04/2012	100,000.00	107,355.00	(1,656.20)	100,814.80	6,540.20
BOTTLING GROUP, LLC 4.625% 11/15/2012 USD (10138MAB1)	11/04/2008	11/15/2012	200,000.00	200,000.00	3,284.00	200,000.00	0.00
CVS CAREMARK CORPORATION 5.75% 06/01/2017 USD SR LIEN M-W+20.00BP (126650BH2)	12/21/2011	12/26/2012	51,000.00	61,805.88	(1,482.02)	58,044.67	3,761.21
Net NonCovered Long-Term Gains (Losses)				**749,160.88**	**(39,630.12)**	**738,859.47**	**10,301.41**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently. You should consult with your own tax advisor to determine your correct basis.

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable. The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein. All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such.

Cole-Crone Family Foundation
Capital Gains- A/C 16150
1/1/12-12/31/12

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
SHORT-TERM GAINS (LOSSES)						
TOUCHSTONE EMERGING MARKETS EQUITY INST CLASS MUTUAL FD	2.83	03/21/12	05/25/12	31.26	35 68	(4 42)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	132 68	10/31/11	01/13/12	1,163 56	1,216 63	(53 07)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	155 24	08/31/11	01/13/12	1,361 41	1,533.72	(172 31)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	162 05	12/14/11	01/13/12	1,421 21	1,393 66	27 55
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	175.20	07/29/11	01/13/12	1,536 49	1,737.97	(201.48)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	179.34	06/30/11	01/13/12	1,572 82	1,766 51	(193 69)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	190 06	09/30/11	01/13/12	1,666.82	1,649 71	17 11
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	230 25	04/29/11	01/13/12	2,019 29	2,325 52	(306 23)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	231 33	02/28/11	01/13/12	2,028 75	2,162 92	(134 17)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	246.60	11/30/11	01/13/12	2,162 69	2,182 42	(19 73)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	249.00	03/31/11	01/13/12	2,183 76	2,390 44	(206 68)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	251.64	01/31/11	01/13/12	2,206.89	2,332 71	(125 82)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	257.16	05/31/11	01/13/12	2,255.25	2,548 41	(293 16)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	287 74	12/30/11	01/13/12	2,523 44	2,486 04	37 40
TOUCHSTONE EMERGING MARKETS EQUITY INST CLASS MUTUAL FD	17.31	12/15/11	05/25/12	190 87	190.01	0 86
TOUCHSTONE EMERGING MARKETS EQUITY INST CLASS MUTUAL FD	75.07	12/15/11	05/25/12	827.98	824 23	3 75
TOUCHSTONE EMERGING MARKETS EQUITY INST CLASS MUTUAL FD	121 04	12/29/11	05/25/12	1,335 09	1,333 88	1 21
TOTAL SHORT-TERM GAINS (LOSSES)				26,487.58	28,110.46	(1,622.88)
LONG-TERM GAINS (LOSSES)						
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	65.83	03/31/10	01/13/12	577.32	612 87	(35.55)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	155.15	04/30/10	01/13/12	1,360 63	1,461 48	(100 85)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	188.97	06/30/10	01/13/12	1,657 30	1,693.21	(35 91)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	204 00	05/28/10	01/13/12	1,789.07	1,809 47	(20.40)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	256.39	10/29/10	01/13/12	2,248.50	2,566 41	(317 91)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	268.06	09/30/10	01/13/12	2,350 85	2,648 39	(297 54)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	269.49	07/30/10	01/13/12	2,363.39	2,541 25	(177 86)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	282 82	08/31/10	01/13/12	2,480.33	2,658 51	(178 18)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	285 39	11/30/10	01/13/12	2,502 89	2,702 66	(199 77)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	625.68	12/15/10	01/13/12	5,487.21	5,950 22	(463 01)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	1,530 28	12/31/10	01/13/12	13,420 58	14,568.29	(1,147.71)

Cole-Crone Family Foundation
Capital Gains- A/C 16150
1/1/12-12/31/12

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	10,559.66	04/23/10	01/13/12	92,608.24	100,000 00	(7,391 76)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	12,935.25	03/16/10	01/13/12	113,442 18	119,392 38	(5,950 20)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SALES	22,271.72	07/01/10	01/13/12	195,322 94	200,000.00	(4,677 06)
TOUCHSTONE EMERGING MARKETS EQUITY INST CLASS MUTUAL FD	11,801.73	05/23/11	05/25/12	130,173.10	150,000.00	(19,826.90)
AB SVENSK EXPORTKREDIT (PUBL) LINKED TO RUSSELL 2000 INDEX 0% COUPON DUE 7/16/12 STRUCTURED NOTE	350.00	06/09/11	07/16/12	378,875 00	350,000 00	28,875 00
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF	1,900 00	11/02/07	08/20/12	98,560.28	160,765.65	(62,205 37)
SPDR S&P 500 ETF TRUST	1,750.00	08/07/07	08/20/12	247,750 87	258,220.73	(10,469 86)
SPDR S&P 500 ETF TRUST	1,450.00	08/07/07	11/12/12	200,697 25	213,954.32	(13,257 07)
TOTAL LONG-TERM GAINS (LOSSES)				1,493,667 93	1,591,545.84	(97,877 91)

Cole-Crone Family Foundation
Capital Gains- A/C 82024
1/1/12-12/31/12

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
SHORT-TERM GAINS (LOSSES)						
SEASPAN CORPORATION	80.00	06/23/11	01/19/12	1,200.00	1,174.00	26.00
DST SYSTEM INC	14.00	06/23/11	02/08/12	738.71	705.51	33 20
HUBBELL INCORP CLASS B	6.00	06/23/11	02/08/12	446.04	374.82	71.22
ADVANCE AUTO PARTS, INC	24 00	06/23/11	02/09/12	1,889.00	1,407.12	481.88
TEXTRON INC	48.00	06/23/11	02/14/12	1,342.71	1,081.85	260.86
POWERWAVE TECHNOLOGIES INC	93.00	06/23/11	02/15/12	126.14	126.14	0.00
ADVANCE AUTO PARTS, INC	14.00	02/08/12	02/16/12	1,200.20	1,098.30	101 90
ADVANCE AUTO PARTS, INC	15.00	06/23/11	02/16/12	1,281.43	879.45	401.98
ADVANCE AUTO PARTS, INC	15.00	02/08/12	02/16/12	1,281.43	1,176.75	104.68
POWERWAVE TECHNOLOGIES INC	13.00	07/12/11	02/16/12	16.88	166.03	(149.15)
POWERWAVE TECHNOLOGIES INC	26.00	09/16/11	02/16/12	33.77	222.70	(188.93)
POWERWAVE TECHNOLOGIES INC	76.00	06/23/11	02/16/12	98.71	1,105.91	(1,007 20)
POWERWAVE TECHNOLOGIES INC	93.00	06/23/11	02/16/12	120.80	1,395.48	(1,274.68)
POWERWAVE TECHNOLOGIES INC	156.00	12/22/11	02/16/12	202.62	304 20	(101.58)
POWERWAVE TECHNOLOGIES INC	179.00	02/08/12	02/16/12	232.50	323.99	(91.49)
SEASPAN CORPORATION	65.00	02/08/12	02/23/12	1,089.44	1,038.70	50 74
PEP BOYS MANNY-MOE&JACK	84.00	02/08/12	03/19/12	1,251.97	1,274.28	(22.31)
PEP BOYS MANNY-MOE&JACK	115.00	06/23/11	03/19/12	1,714.01	1,240.85	473.16
ULTRATECH INC	38.00	06/23/11	04/30/12	1,218.31	1,134.30	84.01
STANDARD MCROSYSTEMS	42 00	06/23/11	05/02/12	1,523.91	972.30	551.61
CYTEC INDS INC	28.00	06/23/11	05/10/12	1,794.20	1,516.30	277.90
HUBBELL INCORP CLASS B	35 00	06/23/11	05/10/12	2,685.74	2,186.45	499.29
MEMC ELECTRONIC MATERIAL	39.00	08/24/11	05/17/12	67.33	268.76	(201 43)
MEMC ELECTRONIC MATERIAL	241.00	06/23/11	05/17/12	416.07	2,009.94	(1,593.87)
STANDARD MCROSYSTEMS	7.00	06/28/11	05/21/12	254.90	184.47	70.43
STANDARD MCROSYSTEMS	29.00	06/23/11	05/21/12	1,056.01	671.35	384.66
STANDARD MCROSYSTEMS	59.00	02/08/12	05/21/12	2,148 44	1,579.43	569 01
MEMC ELECTRONIC MATERIAL	20.00	08/24/11	05/22/12	33.79	137.83	(104.04)

Cole-Crone Family Foundation
Capital Gains- A/C 82024
1/1/12-12/31/12

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
MEMC ELECTRONIC MATERIAL	51.00	10/10/11	05/22/12	86.15	292.28	(206.13)
MEMC ELECTRONIC MATERIAL	77.00	12/13/11	05/22/12	130.06	306.57	(176.51)
MEMC ELECTRONIC MATERIAL	323.00	02/08/12	05/22/12	545.59	1,721.17	(1,175.58)
LECROY CORPORATION	5.00	01/26/12	05/31/12	70.95	49.95	21 00
LECROY CORPORATION	23.00	01/25/12	05/31/12	326.39	229.92	96.47
LECROY CORPORATION	84.00	06/23/11	05/31/12	1,192.03	982.89	209.14
TALBOTS INC	8.00	02/08/12	05/31/12	19.53	25.84	(6.31)
TALBOTS INC	187.00	06/23/11	05/31/12	456.54	688.16	(231 62)
LECROY CORPORATION	3.00	01/27/12	06/01/12	42.54	30.00	12 54
LECROY CORPORATION	87.00	02/08/12	06/01/12	1,233.61	920 05	313.56
TALBOTS INC	153.00	02/08/12	06/15/12	374.96	494.19	(119.23)
ALLSCRIPTS HEALTHCARE SOL INC	76.00	07/18/12	08/20/12	839.78	731.02	108.76
BANKUNITED INC	15.00	02/08/12	08/20/12	392.24	347.40	44 84
BANKUNITED INC	19.00	12/05/11	08/20/12	496.84	434.71	62.13
BANKUNITED INC	24 00	07/25/12	08/20/12	627.59	572.72	54.87
CAMBREX CORPORATION	49.00	02/08/12	08/20/12	599.40	344.65	254 75
CERADYNE INC	9.00	02/08/12	08/20/12	220.49	304.48	(83.99)
CEVA INC	4.00	05/08/12	08/20/12	69.40	67.88	1.52
CEVA INC	49.00	05/04/12	08/20/12	850.12	843.92	6.20
CHARLES RIV LABS INTL INC	14.00	12/27/11	08/20/12	513.08	385.44	127 64
CIENA CORPORATION	12.00	12/08/11	08/20/12	209.34	150.02	59.32
CIENA CORPORATION	23.00	02/08/12	08/20/12	401.23	382.49	18.74
CIENA CORPORATION	24.00	12/09/11	08/20/12	418.67	287.24	131.43
CITY NATIONAL CORP	15.00	11/29/11	08/20/12	763.04	605.63	157.41
CONVERGYS CORPORATION	2.00	10/05/11	08/20/12	31.14	18.50	12.64
CORELOGIC INC	15.00	02/08/12	08/20/12	368.84	209.70	159.14
COVANTA HOLDING CORP	8.00	11/23/11	08/20/12	139.76	110.04	29 72
CYTEC INDS INC	6.00	02/08/12	08/20/12	389.33	341.94	47.39
CYTEC INDS INC	7.00	09/28/11	08/20/12	454 22	255.29	198.93
DIGITAL RIVER INC	15.00	10/28/11	08/20/12	243.74	279.30	(35.56)
DIGITAL RIVER INC	17.00	09/12/11	08/20/12	276.24	332.91	(56.67)

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
DIGITAL RIVER INC	18.00	02/08/12	08/20/12	292.49	320.76	(28.27)
DIGITAL RIVER INC	19.00	10/28/11	08/20/12	308.74	355.44	(46.70)
DOLBY LABORATORIES INC	14.00	12/07/11	08/20/12	490.83	448.94	41.89
DOLBY LABORATORIES INC	14.00	02/08/12	08/20/12	490.83	490.83	0.00
DOLBY LABORATORIES INC	28.00	11/25/11	08/20/12	981.66	839.36	142.30
DST SYSTEM INC	8.00	02/08/12	08/20/12	408.23	418.00	(9.77)
FIRST NIAGARA FINANCIAL GROUP	29.00	12/07/11	08/20/12	236.63	257.90	(21.27)
FIRST NIAGARA FINANCIAL GROUP	56.00	10/20/11	08/20/12	456.95	503 05	(46.10)
FORMFACTOR INC	16 00	09/26/11	08/20/12	87.04	103.23	(16.19)
FORMFACTOR INC	22.00	09/13/11	08/20/12	119.68	164.57	(44 89)
FORMFACTOR INC	39.00	12/22/11	08/20/12	212.15	191.41	20.74
FREESCALE SEMICONDUCTOR LTD	25.00	02/08/12	08/20/12	288.99	410.25	(121.26)
FREESCALE SEMICONDUCTOR LTD	102.00	12/23/11	08/20/12	1,179.09	1,325 47	(146.38)
GENON ENERGY INC	53.00	10/10/11	08/20/12	137.00	146.75	(9.75)
GENON ENERGY INC	110.00	11/10/11	08/20/12	284.35	297.88	(13.53)
IKANOS COMMUNICATIONS INC	183.00	02/08/12	08/20/12	150.07	161.02	(10.95)
ITT CORPORATION	17.00	11/08/11	08/20/12	350.78	335.52	15.26
ITT CORPORATION	22.00	11/04/11	08/20/12	453.95	446.61	7.34
ITT CORPORATION	44.00	11/02/11	08/20/12	907.90	860.95	46.95
KBR INC	14.00	10/27/11	08/20/12	384.15	393.32	(9.17)
OFFICEMAX INC	2.00	12/07/11	08/20/12	11.39	9.98	1.41
OFFICEMAX INC	64.00	02/08/12	08/20/12	364.60	356.35	8.25
OFFICEMAX INC	80.00	12/05/11	08/20/12	455.75	394.03	61.72
OFFICEMAX INC	89.00	12/08/11	08/20/12	507.02	441.16	65.86
PEP BOYS MANNY-MOE&JACK	80.00	05/30/12	08/20/12	764.78	712.16	52.62
RADIOSHACK CORP	1.00	02/08/12	08/20/12	2.95	7.52	(4.57)
ROVI CORPORATION	20.00	04/09/12	08/20/12	291.39	617.98	(326.59)
ROVI CORPORATION	26.00	02/08/12	08/20/12	378.81	378.81	0.00
ROVI CORPORATION	35.00	12/22/11	08/20/12	509.94	509.94	0.00
ROVI CORPORATION	43.00	03/06/12	08/20/12	626.49	1,396.11	(769.62)
SPANSION INC	6.00	10/06/11	08/20/12	74.94	76.47	(1.53)

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
SPANSION INC	10.00	09/14/11	08/20/12	124.90	139.91	(15.01)
SPANSION INC	14.00	10/28/11	08/20/12	174.86	145.95	28.91
SPANSION INC	23 00	10/28/11	08/20/12	287.26	240.99	46.27
SPANSION INC	24.00	09/12/11	08/20/12	299.75	326.49	(26.74)
SPIRIT AEROSYSTEMS HOLDINGS INC	7.00	11/21/11	08/20/12	179.76	130.92	48.84
SPIRIT AEROSYSTEMS HOLDINGS INC	18.00	10/06/11	08/20/12	462.23	291.59	170.64
SPIRIT AEROSYSTEMS HOLDINGS INC	27.00	09/12/11	08/20/12	693.34	405.46	287.88
SYMMETRY MEDICAL INC	21.00	11/04/11	08/20/12	190.88	174.27	16.61
TCF FINANCIAL CORP	32.00	01/25/12	08/20/12	342.51	334.32	8 19
TETRA TECHNOLOGIES INC	42.00	11/16/11	08/20/12	277.61	392.69	(115.08)
TWIN DISC INCORPORATED	11.00	02/08/12	08/20/12	220.10	362.78	(142.68)
TWIN DISC INCORPORATED	17.00	01/23/12	08/20/12	340.16	340.16	0 00
ULTRATECH INC	11.00	09/12/11	08/20/12	369.58	205.44	164.14
CHICO'S FAS INC	9.00	11/22/11	08/22/12	165.57	89.10	76 47
CHICO'S FAS INC	22.00	02/08/12	08/22/12	404.73	254.54	150.19
CHICO'S FAS INC	29.00	11/22/11	08/22/12	528.66	287.10	241 56
CAMBREX CORPORATION	39.00	02/08/12	08/29/12	492.30	274.31	217.99
CAMBREX CORPORATION	29.00	02/08/12	08/30/12	354.19	203 97	150.22
CHICO'S FAS INC	55.00	02/08/12	09/05/12	1,044.78	636.35	408.43
CERADYNE INC	8.00	02/08/12	10/01/12	279.31	270.65	8.66
CERADYNE INC	28.00	02/08/12	10/01/12	977.59	945.43	32 16
CERADYNE INC	3.00	02/21/12	10/10/12	104.95	95 98	8.97
CERADYNE INC	15.00	02/17/12	10/10/12	524.72	479.70	45.02
CERADYNE INC	19.00	02/22/12	10/10/12	664.65	607.73	56.92
CERADYNE INC	20.00	02/08/12	10/10/12	699.63	675.31	24.32
CONSTELLATION BRANDS INC	60.00	02/08/12	10/10/12	2,134.34	1,299.00	835.34
ACXIOM CORP	7.00	02/08/12	10/26/12	130.96	94.23	36.73
COMVERSE INC	0.10	11/01/12	11/01/12	2.67	0.00	2 67
CONSTELLATION BRANDS INC	16.00	02/08/12	11/13/12	554.90	346.40	208.50
CHICO'S FAS INC	51.00	02/08/12	11/28/12	968.26	590.07	378.19
PALL CORP	48.00	02/08/12	11/29/12	2,863.62	3,010.08	(146.46)

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
TOTAL SHORT-TERM GAINS (LOSSES)				67,316.24	65,526.20	1,790.04
LONG-TERM GAINS (LOSSES)						
CONSTELLATION BRANDS INC	76 00	06/23/11	06/29/12	2,037.81	1,589.16	448.65
TEXAS CAPITAL BANCSHARES INC	20.00	06/23/11	07/05/12	831.86	505.05	326.81
CORELOGIC INC	47.00	06/23/11	07/19/12	966.70	770.80	195.90
CORELOGIC INC	45.00	06/23/11	07/20/12	940.23	738.00	202.23
CORELOGIC INC	50 00	06/23/11	07/25/12	1,144.49	820.00	324.49
CIENA CORPORATION	41.00	06/23/11	07/27/12	650.13	747.02	(96.89)
CIENA CORPORATION	72.00	06/23/11	07/30/12	1,157 80	1,311 84	(154.04)
CAMBREX CORPORATION	101.00	06/23/11	08/02/12	1,080.34	410.07	670.27
CAMBREX CORPORATION	134.00	06/23/11	08/09/12	1,499.35	544.05	955.30
ACCELRYS INC	189.00	06/23/11	08/20/12	1,477 94	1,291.72	186.22
ACXIOM CORP	164.00	06/23/11	08/20/12	2,764.97	1,968.00	796.97
AEROVIRONMENT INC	32.00	06/23/11	08/20/12	763.12	927.89	(164.77)
AFFYMETRIX INC	262.00	06/23/11	08/20/12	1,017.42	1,692.61	(675.19)
ARRIS GROUP INC	207.00	06/23/11	08/20/12	2,846.18	2,220.41	625 77
AVERY DENNISON CORPORATION	2.00	07/19/11	08/20/12	64.40	65.82	(1.42)
AVERY DENNISON CORPORATION	105.00	06/23/11	08/20/12	3,380.92	3,890 55	(509.63)
BROCADE COMMUNICATION SYSTEMS	9.00	08/05/11	08/20/12	50.80	30.71	20.09
BROCADE COMMUNICATION SYSTEMS	500.00	06/23/11	08/20/12	2,822.28	3,289.75	(467.47)
CADENCE DESIGN SYSTEMS INC	190.00	06/23/11	08/20/12	2,400.26	1,940.99	459 27
CAMBREX CORPORATION	120.00	06/23/11	08/20/12	1,467.91	487.21	980.70
CERADYNE INC	7.00	07/26/11	08/20/12	171.50	229 22	(57.72)
CERADYNE INC	56.00	06/23/11	08/20/12	1,371.97	2,079 28	(707.31)
CHARLES RIV LABS INTL INC	73 00	06/23/11	08/20/12	2,675.38	2,889.34	(213.96)
CHEMED CORP	22.00	06/23/11	08/20/12	1,449.76	1,417.68	32.08
CHEMTURA CORPORATION	153.00	06/23/11	08/20/12	2,568.81	2,662.20	(93.39)

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
CHICO'S FAS INC	130.00	06/23/11	08/20/12	2,144.95	1,960.40	184.55
CIENA CORPORATION	30.00	06/23/11	08/20/12	523 34	546.60	(23.26)
COMERICA INCORPORATED	10.00	08/17/11	08/20/12	311.80	250.43	61.37
COMERICA INCORPORATED	73.00	06/23/11	08/20/12	2,276.09	2,446.45	(170.36)
COMVERSE TECHNOLOGY INC	110.00	06/23/11	08/20/12	662.18	819.50	(157 32)
CONSTELLATION BRANDS INC	104.00	06/23/11	08/20/12	3,333.12	2,174.64	1,158.48
CONVERGYS CORPORATION	130.00	06/23/11	08/20/12	2,024.05	1,738.10	285.95
CORELOGIC INC	10.00	08/05/11	08/20/12	245.89	107.13	138.76
CORELOGIC INC	10.00	08/17/11	08/20/12	245.89	91.53	154.36
CORELOGIC INC	50.00	08/05/11	08/20/12	1,229.47	494.51	734.96
CORELOGIC INC	66.00	06/23/11	08/20/12	1,622.90	1,082.40	540.50
COVANTA HOLDING CORP	2 00	07/08/11	08/20/12	34 94	33.54	1.40
COVANTA HOLDING CORP	155.00	06/23/11	08/20/12	2,707.78	2,474.38	233.40
CROWN HOLDINGS INC	90.00	06/23/11	08/20/12	3,288.52	3,386.11	(97.59)
CTS CORPORATION	132.00	06/23/11	08/20/12	1,277.00	1,200.22	76 78
CYTEC INDS INC	10.00	06/23/11	08/20/12	648.88	541.53	107.35
DANAOS CORPORATION	195 00	06/23/11	08/20/12	788.62	1,087.05	(298.43)
DIGITAL RIVER INC	4.00	08/01/11	08/20/12	65 00	101.11	(36.11)
DIGITAL RIVER INC	9.00	07/29/11	08/20/12	146.25	227.10	(80.85)
DIGITAL RIVER INC	82.00	06/23/11	08/20/12	1,332.47	1,819.03	(486.56)
DST SYSTEM INC	64.00	06/23/11	08/20/12	3,265.84	3,225.19	40.65
ESCO TECHNOLOGIES INC	71.00	06/23/11	08/20/12	2,579.97	2,477.90	102.07
FIRST NIAGARA FINANCIAL GROUP	45.00	08/17/11	08/20/12	367.19	489.78	(122.59)
FIRST NIAGARA FINANCIAL GROUP	150.00	06/23/11	08/20/12	1,223.97	1,989.00	(765.03)
FORMFACTOR INC	109.00	06/23/11	08/20/12	592.94	946.46	(353 52)
FTI CONSULTING INC	45 00	06/23/11	08/20/12	1,171.32	1,647.00	(475.68)
GENON ENERGY INC	74.00	07/08/11	08/20/12	191.29	302.12	(110.83)
GENON ENERGY INC	602.00	06/23/11	08/20/12	1,556.14	2,239.44	(683.30)
HUNTINGTON BANCSHARES INCORP	27.00	07/21/11	08/20/12	174.82	164.13	10.69
HUNTINGTON BANCSHARES INCORP	58.00	08/17/11	08/20/12	375.54	301.36	74.18
HUNTINGTON BANCSHARES INCORP	309.00	06/23/11	08/20/12	2,000.73	1,908.63	92.10

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
IKANOS COMMUNICATIONS INC	250.00	06/23/11	08/20/12	205.02	297.23	(92.21)
INFINERA CORPORATION	2.00	08/17/11	08/20/12	11.80	13.74	(1 94)
INFINERA CORPORATION	269.00	06/23/11	08/20/12	1,587.66	1,739.87	(152 21)
ION GEOPHYSICAL CORPORATION	6.00	08/03/11	08/20/12	41.16	41.01	0.15
ION GEOPHYSICAL CORPORATION	260.00	06/23/11	08/20/12	1,783.55	2,113.31	(329.76)
ITRON INC	5.00	08/17/11	08/20/12	222.90	199.40	23.50
ITRON INC	11.00	07/28/11	08/20/12	490.37	505.59	(15 22)
ITRON INC	32.00	06/23/11	08/20/12	1,426.53	1,509.76	(83.23)
KBR INC	92.00	06/23/11	08/20/12	2,524.42	3,093.50	(569.08)
KEYNOTE SYSTEMS INC	46.00	06/23/11	08/20/12	619 14	896.63	(277.49)
LENDER PROCESSING SERVICES IN	147.00	06/23/11	08/20/12	4,126.19	3,035 55	1,090 64
MANITOWOC CO INC	119 00	06/23/11	08/20/12	1,562.43	1,880.24	(317.81)
MERCURY SYSTEMS INC	72.00	06/23/11	08/20/12	702.70	1,255.68	(552.98)
NAVISTAR INTL CORP	60.00	06/23/11	08/20/12	1,490.96	3,207.15	(1,716.19)
OFFICEMAX INC	365 00	06/23/11	08/20/12	2,079.36	2,817.80	(738.44)
ORMAT TECHNOLOGIES INC	12.00	08/17/11	08/20/12	250.56	210 81	39.75
ORMAT TECHNOLOGIES INC	27.00	07/13/11	08/20/12	563.75	587.61	(23 86)
ORMAT TECHNOLOGIES INC	67.00	06/23/11	08/20/12	1,398.93	1,478.02	(79 09)
PALL CORP	49.00	06/23/11	08/20/12	2,711.10	2,644.04	67.06
RADIOSHACK CORP	182.00	06/23/11	08/20/12	536.88	2,378.74	(1,841.86)
RYDER SYSTEM INC	62.00	06/23/11	08/20/12	2,604.56	3,288.24	(683.68)
SCIENTIFIC GAMES CORPORATION	275.00	06/23/11	08/20/12	1,916.70	2,448.92	(532.22)
SEACHANGE INTERNATIONAL INC	157.00	06/23/11	08/20/12	1,213.20	1,620.24	(407.04)
SEALED AIR CORPORATION	155.00	06/23/11	08/20/12	2,072.83	3,468.90	(1,396.07)
SIERRA WIRELESS INC	136 00	06/23/11	08/20/12	1,234.85	1,561.28	(326.43)
SPANSION INC	54.00	06/23/11	08/20/12	674.44	993.60	(319.16)
SPIRIT AEROSYSTEMS HOLDINGS INC	54.00	08/17/11	08/20/12	1,386.68	852.69	533.99
SYMMETRY MEDICAL INC	111.00	06/23/11	08/20/12	1,008.97	970.89	38.08
TCF FINANCIAL CORP	43.00	08/17/11	08/20/12	460 24	457.71	2.53
TCF FINANCIAL CORP	157.00	06/23/11	08/20/12	1,680.43	2,122 64	(442 21)
TELEDYNE TECHNOLOGIES INC	41.00	06/23/11	08/20/12	2,649.36	1,948 38	700.98

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
TETRA TECHNOLOGIES INC	286.00	06/23/11	08/20/12	1,890.42	3,445.81	(1,555.39)
TEXAS CAPITAL BANCSHARES INC	8.00	08/17/11	08/20/12	361.67	199.26	162.41
TEXAS CAPITAL BANCSHARES INC	44.00	06/23/11	08/20/12	1,989.19	1,111.10	878.09
TEXTRON INC	95.00	06/23/11	08/20/12	2,586.79	2,141.15	445.64
TWIN DISC INCORPORATED	11.00	06/23/11	08/20/12	220.11	260.18	(40.07)
ULTRATECH INC	54.00	06/23/11	08/20/12	1,814.32	1,611.90	202.42
UMPQUA HLDGS CORP	164.00	06/23/11	08/20/12	2,058.15	1,826.89	231.26
VERINT SYSTEMS INC	94.00	06/23/11	08/20/12	2,729.69	3,261.56	(531.87)
WENDY'S CO/THE	321.00	06/23/11	08/20/12	1,394.71	1,624.26	(229.55)
CONSTELLATION BRANDS INC	3.00	06/23/11	10/10/12	106.72	62 73	43.99
ACXIOM CORP	11.00	08/24/11	10/26/12	205.80	107.69	98 11
ACXIOM CORP	37.00	08/17/11	10/26/12	692.25	388.81	303.44
PALL CORP	7.00	08/03/11	11/29/12	417.61	331.32	86.29
PALL CORP	8.00	06/23/11	11/29/12	477 27	431.68	45.59
NRG ENERGY INC	0.84	11/10/11	12/17/12	18.99	0.00	18.99
TOTAL LONG-TERM GAINS (LOSSES)				134,212.58	139,235.65	(5,023 07)