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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation BARTELS FAMILY CHARITABLE FOUNDATION
C/O ROBERT E. BARTELS

A Employer identification number 36-7210444

Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 2709

Room/suite

B Telephone number (see instructions) (574) 234-5848

City or town, state, and ZIP code SOUTH BEND, IN 46680-2709

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 749,403.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	14,858.	14,858.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	52,128.			
	b	Gross sales price for all assets on line 6a 471,997.				
	7	Capital gain net income (from Part IV, line 2)		52,128.		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	66,986.	66,986.	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 2	3,000.	1,500.		1,500.
	c	Other professional fees (attach schedule) *	6,654.	6,654.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **	493.	493.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,147.	8,647.		1,500.
	25	Contributions, gifts, grants paid	6,000.			6,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	16,147.	8,647.	0	7,500.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	50,839.			
	b	**Net investment income** (if negative, enter -0-)		58,339.		
	c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see Instructions. *ATCH 3 JSA ** ATCH 4 Form **990-PF** (2011)

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	43,596.	34,690.	34,690.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 5	660,035.	719,493.	714,713.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	703,631.	754,183.	749,403.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	703,631.	754,183.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	703,631.	754,183.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	703,631.	754,183.	

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	703,631.
2	Enter amount from Part I, line 27a	2	50,839.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	754,470.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 6	5	287.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	754,183.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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				

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	52,128.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	29,000.	768,768.	0.037723
2009	13,500.	758,942.	0.017788
2008	61,500.	953,888.	0.064473
2007	70,550.	1,006,958.	0.070063
2006	77,590.	947,190.	0.081916

2	**Total** of line 1, column (d)	2	0.271963
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054393
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	797,031.
5	Multiply line 4 by line 3	5	43,353.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	583.
7	Add lines 5 and 6	7	43,936.
8	Enter qualifying distributions from Part XII, line 4	8	7,500.

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**	1,167.
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**	
3	Add lines 1 and 2			**3**	1,167.
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**	1,167.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	**6a**	1,719.		
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**	1,719.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			**8**	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			**9**	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			**10**	552.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 552. **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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ ______________ **(2)** On foundation managers ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	**2**		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		X
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?	**4b**		X
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) ▶ IN,			
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ROBERT E. BARTELS Telephone no ▶ 574-239-2105

Located at ▶ P.O. BOX 2709 SOUTH BEND, IN ZIP + 4 ▶ 46680-2709

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
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 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	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 2011?	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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 7		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a	Average monthly fair market value of securities	1a	784,566.
b	Average of monthly cash balances	1b	24,603.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	809,169.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	809,169.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	12,138.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	797,031.
6	**Minimum investment return.** Enter 5% of line 5	6	39,852.

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	39,852.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,167.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,167.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	38,685.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	38,685.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	38,685.

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	7,500.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,500.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					38,685.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years 20 09 ,20 08 ,20 07					
3	Excess distributions carryover, if any, to 2011					
a	From 2006	34,151.				
b	From 2007	21,927.				
c	From 2008	14,098.				
d	From 2009					
e	From 2010					
f	**Total** of lines 3a through e		70,176.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 7,500.					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2011 distributable amount					7,500.
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		31,185.			31,185.
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		38,991.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		2,966.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		36,025.			
10	Analysis of line 9					
a	Excess from 2007	21,927.				
b	Excess from 2008	14,098.				
c	Excess from 2009					
d	Excess from 2010					
e	Excess from 2011					

Form **990-PF** (2011)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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))

ATTACHMENT 8

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

N/A

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

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

a The name, address, and telephone number 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*				
ATTACHMENT 9				
Total . . . . ▶ **3a**				6,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	14,858.	
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	52,128.	
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)				66,986.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 66,986.

(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) (See instructions.)

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		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

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

▶ Robt B Bartel | 5/11/12 ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Kenneth J. Keber, CPA	2012.05.08	13:57:26 -04'00'		P00240883
Firm's name ▶ CROWE HORWATH LLP			Firm's EIN ▶ 35-0921680	
Firm's address ▶ 330 E JEFFERSON BLVD, PO BOX 7 SOUTH BEND, IN 46624-0007			Phone no 574-232-3992	

Form **990-PF** (2011)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					7,128.	
		JPMORGAN (SEE ATTACHED DETAIL) PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
160,774.		159,495.					1,279.	
		JPMORGAN (SEE ATTACHED DETAIL) PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
304,095.		260,374.					43,721.	
TOTAL GAIN (LOSS)							52,128.	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
JPMORGAN CHASE DIVIDENDS/INTEREST	14,858.	14,858.	
TOTAL	14,858.	14,858.	

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES		3,000.	1,500.		1,500.
	TOTALS	3,000.	1,500.		1,500.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT FEES		6,654.	6,654.		
	TOTALS	6,654.	6,654.		

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAX	493.	493.		
TOTALS	493.	493.		

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ARBITRAGE FUNDS	16,008.		
ARTIO INTERNATIONAL EQUITY II	11,001.		
ASTON OPTIMUM		33,834.	30,587.
BLACKROCK HIGH YIELD BOND		7,694.	7,684.
DELAWARE EMERGING MARKETS FUND		16,974.	13,138.
DODGE & COX INTERNATIONAL STOC	15,123.	43,017.	35,304.
EAGLE SER MID CAP STK I	11,559.		
EATON VANCE MUT FDS TR	24,130.	17,121.	16,370.
EATON VANCE MUT FDS TR	15,683.	25,302.	25,031.
EDGEWOOD GROWTH FUND		16,829.	17,033.
FMI FDS INC	19,375.	11,732.	16,251.
GOLDMAN SACHS TRUST HIGH YIELD	16,027.		
HARTFORD CAPITAL APPRECIATION		43,520.	36,699.
HIGH BRIDGE DYNAMIC COMM STRG		16,922.	15,490.
ISHARES BARCLAYS TIPS BOND	21,242.		
ISHARES MSCI ASIAN EX JAPAN	6,203.		
ISHARES MSCI EAFE INDEX FUND		26,024.	20,753.
ISHARES RUSSELL 1000 GRWTH FD	5,293.		
ISHARES S&P MIDCAP 300 INDEX F	20,424.	11,696.	15,069.
JOHN HANCOCK II-EMG MKTS		9,673.	7,516.
JPM ASIA EQUITY FD-SEL	18,437.	28,857.	32,309.
JPM HIGH YIELD FD	28,631.	23,110.	23,956.
JPM INTL VALUE FD-SEL	12,717.	14,441.	13,360.
JPM INTREPID AMERICA FD - SEL	20,945.	17,224.	15,779.
JPM MARKET EXPANSION INDEX FD	11,357.	12,666.	17,551.
JPM SHORT DURATION BOND FD-SEL	88,296.	44,167.	45,468.
JPM STR INC OPP FD	26,080.	21,945.	24,369.
JPM TR I GROWTH ADVANTAGE FD-S	23,254.	23,254.	28,342.
JPM TR I MLT SC INC-SEL		17,224.	16,935.
JPM US LRGE CAP CORE PLUS FD-S	30,811.	20,809.	23,234.
JPM US REAL ESTATE FD-SE	30,036.	10,826.	16,039.
JPMORGAN RESEARCH MARKET NEUTR	8,182.		
JPMORGAN TAX AWARE DISCIPLINED	30,934.		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MANNING & NAPIER FUND INC		43,473.	38,889.
MANNING & NAPIER FUND INC		17,352.	13,253.
MFS INTL VALUE-I		15,344.	14,639.
POWERSHARES DB COMMODITY INDEX		24,886.	24,210.
SPDR GOLD TRUST	6,352.	6,352.	10,639.
SPDR S&P 500 ETF TRUST	44,538.	28,087.	32,505.
T ROWE PRICE INTERNATIONAL FDS	24,844.	14,649.	16,114.
THORNBURG VALUE FUND	19,958.	28,942.	27,680.
THREADNEEDLE ASIA PACIFIC FD	7,514.		
VANGUARD FIXED INCOME SECS	13,130.		
VANGUARD MSCI EMERGING MARKETS	31,951.	8,622.	7,145.
VICTORY PORTFOLIOS		16,925.	15,372.
TOTALS	660,035.	719,493.	714,713.

ATTACHMENT 6

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
INCOME POSTED AFTER YEAR END	287.
TOTAL	287.

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT E BARTELS P.O. BOX 2709 SOUTH BEND, IN 46680-2709	TRUSTEE 1.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 8

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ROBERT E. BARTELS
ROBERT E. BARTELS JR

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL MULTIPLE SCLEROSIS SOCIETY 7301 GEORGETOWN ROAD SUITE 112 INDIANAPOLIS, IN 46268	NONE EXEMPT	CHARITABLE	1,000.
STANLEY CLARK SCHOOL 3123 MIAMI STREET SOUTH BEND, IN 46614	NONE EXEMPT	CHARITABLE	5,000.
		TOTAL CONTRIBUTIONS PAID	6,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust BARTELS FAMILY CHARITABLE FOUNDATION
C/O ROBERT E. BARTELS

Employer identification number 36-7210444

Note: *Form 5227 filers need to complete* ***only****Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,279.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	1,279.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	43,721.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	7,128.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	50,849.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

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Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			1,279.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			50,849.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			52,128.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 15, column (3) **or b** $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if:*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: BARTELS FAMILY CHARITABLE FOUNDATION

Employer identification number: 36-7210444

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a JPMORGAN (SEE ATTACHED DETAIL)	VARIOUS	VARIOUS	160,774.	159,495.	1,279.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 1,279.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a JPMORGAN (SEE ATTACHED DETAIL)	VARIOUS	VARIOUS	304,095.	260,374.	43,721.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 43,721.

Schedule D-1 (Form 1041) 2011

JSA
1F1222 2 000

Corrected Copy 02/28/2012

BARTELS FNDT. IMA, AGT FOR TTEE
Account Number.

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Short Term Non Covered								
DODGE & COX INTERNATIONAL STOCK	256206103	65 814	02/22/10	01/20/11	2,364 70	2,025 76	338 94	
JPM STR INC OPP FD	4812A4351	2.429	12/15/10	01/20/11	28 91	28 64	27	
JPM SHORT DURATION BOND FD - SEL	4812C1330	1,355 499	Various	01/20/11	14,869 83	14,856.28	13 55	
JPM RESEARCH MARKET NEUTRAL FD - SEL	48121A712	523 831	03/18/10	01/20/11	8,077 47	8,182 24	-104 77	
THORNBURG VALUE FUND FD CL I	885215632	210.988	02/22/10	01/20/11	7,549 14	6,654 55	894 59	
VANGUARD FIXED INCOME SECS F INTR TRM CP PT (FUND 71)	922031885	34 177	Various	01/20/11	338.01	337.01	1 00	
THREADNEEDLE ASIA PACIFIC FUND - R5	768915738	637.230	Various	02/16/11	8,666 33	7,514 37	1,151 96	
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND	77956H500	717.527	Various	02/16/11	13,030 29	11,098 94	1,931 35	
ARBITRAGE FUNDS - I CL I	03875R205	1,220 812	Various	04/25/11	15,833 93	16,008 38	-174.45	
JPM HIGH YIELD FD - SEL	4812C0803	13 124	12/15/10	04/25/11	110 24	106 71	3 53	
SPDR S&P 500 ETF TRUST	78462F103	60 000	11/29/10	04/25/11	8,016 19	7,164 05	852 14	
ISHARES S&P MIDCAP 400 INDEX FUND	464287507	80 000	11/30/10	07/18/11	7,698 07	6,824 00	874 07	
JPM US REAL ESTATE FD - SEL	4812C0613	667 173	Various	07/18/11	11,355 28	9,829 98	1,525.30	
VANGUARD MSCI EMERGING MARKETS ETF	922042858	341.000	10/01/10	07/18/11	16,058.51	15,722 11	336 40	
VANGUARD MSCI EUROPE ETF	922042874	319.000	04/25/11	07/18/11	15,850.59	17,395 74	-1,545 15	
JPM SHORT DURATION BOND FD - SEL	4812C1330	400 725	07/18/11	08/15/11	4,420.00	4,420.00	.00	
ARTIO INTERNATIONAL EQUITY II - I	04315J837	1,234 766	01/20/11	10/26/11	12,928.00	15,175 28	-2,247 28	
VICTORY PORTFOLIOS DIVRS STK CL I	92646A856	522.861	01/20/11	10/26/11	7,456 00	8,318 72	-862 72	

* O indicates Ordinary Income Gain/Loss   F indicates Foreign Exchange Gain/Loss on Capital transactions

Corrected Copy 02/28/2012

BARTELS FNDT. IMA, AGT FOR TTEE
Account Number.

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Short Term Non Covered								
ARTIO INTERNATIONAL EQUITY II - I	04315J837	63 932	01/20/11	11/28/11	621 42	785 72	-164 30	
JOHN HANCOCK II-EMG MKTS-I	47804B195	604.505	07/18/11	11/28/11	5,501.00	7,046 05	-1,545 05	
Total Short Term Non Covered					**160,773.91**	**159,494.53**	**1,279.38**	

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Corrected Copy 02/28/2012

BARTELS FNDT. IMA, AGT FOR TTEE
Account Number

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
SPDR GOLD TRUST	78463V107	70 000	00/00/00	01/05/11	3 31	00	3 31	
COST BASIS ALLOC. RATE 0 000354471								
DODGE & COX INTERNATIONAL STOCK	256206103	198.589	09/14/09	01/20/11	7,135 30	6,182 08	953 22	
FMI FDS INC	302933205	575.297	Various	01/20/11	9,199 00	8,077 89	1,121 11	
LARGE CAP FD								
GOLDMAN SACHS TRUST	38141W679	2,267.000	01/14/10	01/20/11	16,707 79	16,027 69	680 10	
HIGH YIELD FUND INSTITUTIONAL SHS								
JPM INTL VALUE FD - SEL	4812A0565	675.988	11/13/08	01/20/11	9,234 00	6,746 36	2,487 64	
JPM TAX AWARE EQUITY - INSTL	4812A1654	2,478.203	Various	01/20/11	44,830 69	30,934 44	13,896 25	
JPM INTREPID AMERICA FD - SEL	4812A2108	796 815	Various	01/20/11	18,494 08	20,945 44	-2,451 36	
JPM US LRGE CAP CORE PLUS FD - SEL	4812A2389	542 993	03/05/07	01/20/11	11,392 00	10,001.93	1,390 07	
JPM STR INC OPP FD	4812A4351	421 941	Various	01/20/11	5,021 09	4,464 14	556 95	
JPM SHORT DURATION BOND FD - SEL	4812C1330	748 785	12/18/09	01/20/11	8,214 17	8,176 73	37 44	
THORNBURG VALUE FUND	885215632	72 886	05/19/09	01/20/11	2,607 86	1,832 36	775 50	
FD CL I								
VANGUARD FIXED INCOME SECS F	922031885	1,480 052	Various	01/20/11	14,637 71	12,792.81	1,844 90	
INTR TRM CP PT								
(FUND 71)								
ISHARES BARCLAYS TIPS BOND FUND	464287176	55 000	05/19/09	01/20/11	5,909 15	5,543 11	366 04	
ISHARES RUSSELL 1000 GROWTH INDEX	464287614	152 000	11/13/08	01/20/11	8,856 54	5,293 20	3,563 34	
FUND								
SPDR GOLD TRUST	78463V107	70 000	00/00/00	02/04/11	3 12	00	3 12	
COST BASIS ALLOC RATE 0 000336685								
JPM ASIA EQUITY FD - SEL	4812A0706	156 563	03/05/07	02/16/11	5,594 00	4,333 67	1,260 33	

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BARTELS FNDT. IMA, AGT FOR TTEE
Account Number·

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND	77956H500	138 971	06/15/09	02/16/11	2,523 71	1,730 19	793 52	
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND	464288182	145.000	05/21/09	02/16/11	8,850 01	6,202 67	2,647 34	
EAGLE SER MID CAP STK I	269858841	643 938	07/07/09	03/02/11	18,448 82	11,558 69	6,890 13	
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0 000281236	78463V107	70 000	00/00/00	03/03/11	2 73	.00	2 73	
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000319228	78463V107	70 000	00/00/00	04/07/11	3 18	00	3 18	
JPM HIGH YIELD FD - SEL	4812C0803	767 709	02/27/08	04/25/11	6,448 76	5,896 00	552 76	
JPM SHORT DURATION BOND FD - SEL	4812C1330	2,988 808	Various	04/25/11	32,847.00	32,259 59	587 41	
ISHARES BARCLAYS TIPS BOND FUND	464287176	156.000	Various	04/25/11	17,192.94	15,698.50	1,494 44	
SPDR S&P 500 ETF TRUST	78462F103	85 000	11/13/09	04/25/11	11,356.27	9,287 21	2,069 06	
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000333782	78463V107	70 000	00/00/00	05/09/11	3 42	00	3 42	
EATON VANCE MUT FDS TR GLOBAL MACRO - I	277923728	661 193	04/29/10	05/20/11	6,764 00	6,715 01	48 99	
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0 000321858	78463V107	70.000	00/00/00	06/08/11	3.38	.00	3.38	
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0 000327575	78463V107	70.000	00/00/00	07/08/11	3 44	00	3 44	
ISHARES S&P MIDCAP 400 INDEX FUND	464287507	28 000	09/14/09	07/18/11	2,694 33	1,904 03	790 30	
JPM US REAL ESTATE FD - SEL	4812C0613	509.854	Various	07/18/11	8,677 72	9,161 95	-484 23	

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BARTELS FNDT. IMA, AGT FOR TTEE
Account Number

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
SPDR GOLD TRUST	78463V107	70.000	00/00/00	08/10/11	3.53	00	3 53	
COST BASIS ALLOC RATE 0 000292563								
SPDR GOLD TRUST	78463V107	70 000	00/00/00	09/09/11	3 95	00	3 95	
COST BASIS ALLOC RATE 0 000312966								
SPDR GOLD TRUST	78463V107	70 000	00/00/00	10/13/11	4 44	.00	4.44	
COST BASIS ALLOC. RATE 0 000393229								
VANGUARD MSCI EMERGING MARKETS ETF	922042858	165.000	10/01/10	10/26/11	6,742.02	7,607 48	-865 46	
SPDR GOLD TRUST	78463V107	70 000	00/00/00	11/14/11	3 70	.00	3 70	
COST BASIS ALLOC RATE 0 000305557								
ARTIO INTERNATIONAL EQUITY II - I	04315J837	1,406 776	03/10/09	11/28/11	13,673.86	11,000 99	2,672 87	
SPDR GOLD TRUST	78463V107	70 000	00/00/00	12/09/11	3.69	00	3 69	
COST BASIS ALLOC. RATE 0 000316820								
Total Long Term Non Covered					**304,094.71**	**260,374.16**	**43,720.55**	

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