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 , 2012, 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 ▶ ☐

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)* ▶ $ 782,628.

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) (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	14,972.	14,972.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	19,056.			
	b Gross sales price for all assets on line 6a 287,155.				
	7 Capital gain net income (from Part IV, line 2)		19,056.		
	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	34,028.	34,028.		
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)				
	c Other professional fees (attach schedule) *	5,706.	5,706.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	1,047.	399.		
	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	6,753.	6,105.		
	25 Contributions, gifts, grants paid	51,000.			51,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	57,753.	6,105.		51,000.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-23,725.			
	b **Net investment income** (if negative, enter -0-)		27,923.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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Form **990-PF** (2012)

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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	34,690.	30,625.	30,625.
	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 4	719,493.	699,569.	752,003.
	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)	754,183.	730,194.	782,628.
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	754,183.	730,194.	
	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)	754,183.	730,194.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	754,183.	730,194.	

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	754,183.
2	Enter amount from Part I, line 27a	2	-23,725.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	730,458.
5	Decreases not included in line 2 (itemize) ▶ ATCH 5	5	264.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	730,194.

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 19,056.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	7,500.	797,031.	0.009410
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

2	**Total** of line 1, column (d)	2	0.199457
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	0.039891
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	761,311.
5	Multiply line 4 by line 3	5	30,369.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	279.
7	Add lines 5 and 6	7	30,648.
8	Enter qualifying distributions from Part XII, line 4	8	51,000.

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	279.
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	279.
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	279.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,200.		
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	1,200.
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	921.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 921. **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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* ATCH 6	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			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 ▶ 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 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.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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** 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? **7b**

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

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

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

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	734,718.
b	Average of monthly cash balances	1b	38,187.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	772,905.
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	772,905.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,594.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	761,311.
6	**Minimum investment return.** Enter 5% of line 5	6	38,066.

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	38,066.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	279.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	279.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	37,787.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	37,787.
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	37,787.

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	51,000.
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	51,000.
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	279.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	50,721.

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					37,787.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007	21,927.				
b From 2008	14,098.				
c From 2009					
d From 2010					
e From 2011					
f **Total** of lines 3a through e		36,025.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 51,000.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					37,787.
e Remaining amount distributed out of corpus		13,213.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		49,238.			
b Prior years' undistributed income. Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount - see instructions					
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		21,927.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		27,311.			
10 Analysis of line 9:					
a Excess from 2008	14,098.				
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012	13,213.				

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

1a 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2a 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).)

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 8				
Total . . . . ▶ **3a**				51,000.
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	14,972.	
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	19,056.	
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)				34,028.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 34,028.

(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

▶ Robert S Bartels | 5-14-13 | ▶ 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	2013.05.10	12:00:08 -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

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.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

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	214.
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 2011 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	214.

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	12,047.
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	6,795.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 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	18,842.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

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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			214.
14 **Net long-term gain or (loss):**				
a Total for year	14a			18,842.
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			19,056.

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 $2,400			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 2012 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 2012 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)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

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	100.189 SHS COLUMBIA FDS SER	06/22/2012	06/26/2012	1,110.	1,123.	-13.
	227.811 SHS EATON VANCE FLOAT	05/10/2012	06/26/2012	2,470.	2,497.	-27.
	644.107 SHS EARTON VANCE FLOAT	05/10/2012	06/29/2012	6,995.	7,059.	-64.
	5.501 SHS FMI FDS INC LARGECAP	01/03/2012	06/26/2012	88.	84.	4.
	51 SHS ISHARES MSCI JAPAN INDX	03/09/2012	06/26/2012	458.	515.	-57.
	1582 SHS ISHARES MSCI JAPAN IN	03/09/2012	09/18/2012	14,760.	15,960.	-1,200.
	711.3 SHS JPM INTL CURRENCY	VARIOUS	11/16/2012	7,931.	8,000.	-69.
	25 SHS SPDR S&P 500 ETF TRUST	05/24/2012	06/26/2012	3,305.	3,304.	1.
	1196.356 SHS T ROWE PRICE INTL	06/22/2012	10/19/2012	19,369.	17,718.	1,651.
	1039.807 SHS BLACKROCK HIGH	VARIOUS	05/24/2012	7,913.	7,694.	219.
	22.787 SHS FMI FDS INC LARGE	11/03/2011	06/26/2012	365.	351.	14.
	140.005 SHS JPM MARKET EXPANS	12/16/2011	06/21/2012	1,401.	1,309.	92.
	319.271 SHS JPM SHORT DURATION	07/18/2011	06/21/2012	3,506.	3,522.	-16.
	518.653 SHS JPM SHORT DURATION	07/28/2011	07/09/2012	5,700.	5,721.	-21.
	31.634 SHS JPM STR INC OPP FD	12/16/2011	03/09/2012	365.	358.	7.
	48.084 SHS MFS INTL VALUE - I	10/26/2011	06/26/2012	1,215.	1,245.	-30.
	198.201 SHS THORNBURG VALUE FD	04/25/2011	03/09/2012	6,721.	7,371.	-650.
	SHORT TERM GAIN POWERSHARES K1	VARIOUS	VARIOUS	336.		336.
	SHORT TERM GAIN POWERSHARES K1	VARIOUS	VARIOUS	37.		37.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 214.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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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 75.11 SHS ASTON OPTIMUM MIDCAP	03/02/2011	06/26/2012	2,265.	2,550.	-285.
2841.167 SHS EATON VANCE FLOAT	VARIOUS	05/10/2012	25,713.	25,270.	443.
224.285 SHS EATON VANCE MUT	11/30/2010	06/26/2012	2,193.	2,307.	-114.
261.783 SHS EDGEWOOD GROWTH FD	01/20/2011	06/21/2012	3,288.	3,021.	267.
70.890 SHS EDGEWOOD GROWTH FD	01/20/2011	06/26/2012	895.	818.	77.
153.280 SHS FMI FDS INC LARGE	11/13/2008	06/26/2012	2,456.	1,669.	787.
100.716 SHS HARTFORD CAPITAL	01/20/2011	06/26/2012	3,042.	3,565.	-523.
28.489 SHS HIGHBRIDGE DYNAMIC	01/20/2011	06/26/2012	458.	533.	-75.
829.568 SHS JOHN HANCOCK II EM	07/18/2011	10/19/2012	8,445.	9,673.	-1,228.
1123.392 SHS JPM ASIA EQUITY	VARIOUS	06/22/2012	31,567.	28,857.	2,710.
1094.69 SHS JPM HIGH YIELD-SEL	02/27/2008	03/09/2012	8,659.	8,407.	252.
227.080 SHS JPM HIGH YIELD-SEL	02/27/2008	06/26/2012	1,785.	1,744.	41.
105.774 SHS JPM INTREPID AMERI	04/25/2011	06/26/2012	2,551.	2,622.	-71.
168.387 SHS JPM MARKET EXPANSI	05/19/2009	06/21/2012	1,686.	1,142.	544.
83.847 SHS JPM MARKET EXPANSI	05/19/2009	06/26/2012	836.	568.	268.
718.409 SHS JPM STR INC OPP FD	VARIOUS	03/09/2012	8,298.	7,397.	901.
183.381 SHS JPM STR INC OPP FD	02/06/2009	06/26/2012	2,125.	1,858.	267.
235.582 SHS JPM TR IGROWTH ADV	02/22/2010	06/26/2012	2,210.	1,680.	530.
289.303 SHS JPM TR I MLT SC IN	04/24/2011	06/26/2012	2,893.	2,931.	-38.
1410.993 SHS JPM TR I MLT SC I	04/25/2011	07/09/2012	14,209.	14,293.	-84.
148.361 SHS JPM US LARGE CAP	03/05/2008	06/26/2012	3,070.	2,733.	337.
185.738 SHS JPM US REAL ESTATE	10/01/2010	06/26/2012	3,276.	2,712.	564.
398.32 SHS JPM US REAL ESTATE	VARIOUS	06/26/2012	7,114.	4,727.	2,387.
406.617 SHS JPM US REAL ESTATE	05/19/2009	09/21/2012	7,461.	3,387.	4,074.
197.426 SHS MANNING & NAPIER	01/20/2011	07/23/2012	3,435.	3,858.	-423.

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

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 439.053 SHS MANNING & NAPIER	01/20/2011	05/25/2012	7,881.	8,579.	-698.
318 SHS POWERSHARES DB COMMODI	01/20/2011	05/24/2012	8,252.	8,774.	-522.
11 SHS POWERSHARE DB COMMODITY	01/20/2011	06/26/2012	272.	304.	-32.
20 SHS SPDR GOLD TRUST	05/19/2009	06/21/2012	3,078.	1,815.	1,263.
4 SHS SPDR GOLD TRUST	05/19/2009	06/26/2012	611.	363.	248.
696 SHS SPDR GOLD TRUST	VARIOUS	VARIOUS	37.		37.
21 SHS SPDR S&P 500 ETF TRUST	11/13/2009	03/09/2012	2,881.	2,294.	587.
209.908 SHS THORNBERG VALUE FD	04/25/2011	05/30/2012	6,144.	7,806.	-1,662.
26.406 SHS THORNBERG VALUE FD	04/25/2011	06/26/2012	760.	982.	-222.
491.538 SHS THORNBERG VALUE FD	VARIOUS	07/23/2012	14,299.	12,782.	1,517.
111.841 SHS VICTORY PORTFOLIOS	01/20/2011	06/26/2012	1,666.	1,779.	-113.
LONG TERM GAIN POWERSHARES K1	VARIOUS	VARIOUS	504.		504.
LONG TERM LOSS POWERSHARES K1	VARIOUS	VARIOUS		468.	-468.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 12,047.

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					6,795.	
		100.189 SHS COLUMBIA FDS SER PROPERTY TYPE: SECURITIES				P	06/22/2012	06/26/2012
1,110.		1,123.					-13.	
		227.811 SHS EATON VANCE FLOAT PROPERTY TYPE: SECURITIES				P	05/10/2012	06/26/2012
2,470.		2,497.					-27.	
		644.107 SHS EARTON VANCE FLOAT PROPERTY TYPE: SECURITIES				P	05/10/2012	06/29/2012
6,995.		7,059.					-64.	
		5.501 SHS FMI FDS INC LARGECAP PROPERTY TYPE: SECURITIES				P	01/03/2012	06/26/2012
88.		84.					4.	
		51 SHS ISHARES MSCI JAPAN INDX PROPERTY TYPE: SECURITIES				P	03/09/2012	06/26/2012
458.		515.					-57.	
		1582 SHS ISHARES MSCI JAPAN IN PROPERTY TYPE: SECURITIES				P	03/09/2012	09/18/2012
14,760.		15,960.					-1,200.	
		711.3 SHS JPM INTL CURRENCY PROPERTY TYPE: SECURITIES				P	VARIOUS	11/16/2012
7,931.		8,000.					-69.	
		25 SHS SPDR S&P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	05/24/2012	06/26/2012
3,305.		3,304.					1.	
		1196.356 SHS T ROWE PRICE INTL PROPERTY TYPE: SECURITIES				P	06/22/2012	10/19/2012
19,369.		17,718.					1,651.	
		1039.807 SHS BLACKROCK HIGH PROPERTY TYPE: SECURITIES				P	VARIOUS	05/24/2012
7,913.		7,694.					219.	
		22.787 SHS FMI FDS INC LARGE PROPERTY TYPE: SECURITIES				P	11/03/2011	06/26/2012
365.		351.					14.	
		140.005 SHS JPM MARKET EXPANS				P	12/16/2011	06/21/2012

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)	
		PROPERTY TYPE: SECURITIES						
1,401.		1,309.					92.	
		319.271 SHS JPM SHORT DURATION				P	07/18/2011	06/21/2012
		PROPERTY TYPE: SECURITIES						
3,506.		3,522.					-16.	
		518.653 SHS JPM SHORT DURATION				P	07/28/2011	07/09/2012
		PROPERTY TYPE: SECURITIES						
5,700.		5,721.					-21.	
		31.634 SHS JPM STR INC OPP FD				P	12/16/2011	03/09/2012
		PROPERTY TYPE: SECURITIES						
365.		358.					7.	
		48.084 SHS MFS INTL VALUE - I				P	10/26/2011	06/26/2012
		PROPERTY TYPE: SECURITIES						
1,215.		1,245.					-30.	
		198.201 SHS THORNBURG VALUE FD				P	04/25/2011	03/09/2012
		PROPERTY TYPE: SECURITIES						
6,721.		7,371.					-650.	
		75.11 SHS ASTON OPTIMUM MIDCAP				P	03/02/2011	06/26/2012
		PROPERTY TYPE: SECURITIES						
2,265.		2,550.					-285.	
		2841.167 SHS EATON VANCE FLOAT				P	VARIOUS	05/10/2012
		PROPERTY TYPE: SECURITIES						
25,713.		25,270.					443.	
		224.285 SHS EATON VANCE MUT				P	11/30/2010	06/26/2012
		PROPERTY TYPE: SECURITIES						
2,193.		2,307.					-114.	
		261.783 SHS EDGEWOOD GROWTH FD				P	01/20/2011	06/21/2012
		PROPERTY TYPE: SECURITIES						
3,288.		3,021.					267.	
		70.890 SHS EDGEWOOD GROWTH FD				P	01/20/2011	06/26/2012
		PROPERTY TYPE: SECURITIES						
895.		818.					77.	
		153.280 SHS FMI FDS INC LARGE				P	11/13/2008	06/26/2012
		PROPERTY TYPE: SECURITIES						
2,456.		1,669.					787.	

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)	
		100.716 SHS HARTFORD CAPITAL PROPERTY TYPE: SECURITIES				P	01/20/2011	06/26/2012
3,042.		3,565.					-523.	
		28.489 SHS HIGHBRIDGE DYNAMIC PROPERTY TYPE: SECURITIES				P	01/20/2011	06/26/2012
458.		533.					-75.	
		829.568 SHS JOHN HANCOCK II EM PROPERTY TYPE: SECURITIES				P	07/18/2011	10/19/2012
8,445.		9,673.					-1,228.	
		1123.392 SHS JPM ASIA EQUITY PROPERTY TYPE: SECURITIES				P	VARIOUS	06/22/2012
31,567.		28,857.					2,710.	
		1094.69 SHS JPM HIGH YIELD-SEL PROPERTY TYPE: SECURITIES				P	02/27/2008	03/09/2012
8,659.		8,407.					252.	
		227.080 SHS JPM HIGH YIELD-SEL PROPERTY TYPE: SECURITIES				P	02/27/2008	06/26/2012
1,785.		1,744.					41.	
		105.774 SHS JPM INTREPID AMERI PROPERTY TYPE: SECURITIES				P	04/25/2011	06/26/2012
2,551.		2,622.					-71.	
		168.387 SHS JPM MARKET EXPANSI PROPERTY TYPE: SECURITIES				P	05/19/2009	06/21/2012
1,686.		1,142.					544.	
		83.847 SHS JPM MARKET EXPANSI PROPERTY TYPE: SECURITIES				P	05/19/2009	06/26/2012
836.		568.					268.	
		718.409 SHS JPM STR INC OPP FD PROPERTY TYPE: SECURITIES				P	VARIOUS	03/09/2012
8,298.		7,397.					901.	
		183.381 SHS JPM STR INC OPP FD PROPERTY TYPE: SECURITIES				P	02/06/2009	06/26/2012
2,125.		1,858.					267.	
		235.582 SHS JPM TR IGROWTH ADV PROPERTY TYPE: SECURITIES				P	02/22/2010	06/26/2012
2,210.		1,680.					530.	

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)	
		289.303 SHS JPM TR I MLT SC IN PROPERTY TYPE: SECURITIES				P	04/24/2011	06/26/2012
2,893.		2,931.					-38.	
		1410.993 SHS JPM TR I MLT SC I PROPERTY TYPE: SECURITIES				P	04/25/2011	07/09/2012
14,209.		14,293.					-84.	
		148.361 SHS JPM US LARGE CAP PROPERTY TYPE: SECURITIES				P	03/05/2008	06/26/2012
3,070.		2,733.					337.	
		185.738 SHS JPM US REAL ESTATE PROPERTY TYPE: SECURITIES				P	10/01/2010	06/26/2012
3,276.		2,712.					564.	
		398.32 SHS JPM US REAL ESTATE PROPERTY TYPE: SECURITIES				P	VARIOUS	06/26/2012
7,114.		4,727.					2,387.	
		406.617 SHS JPM US REAL ESTATE PROPERTY TYPE: SECURITIES				P	05/19/2009	09/21/2012
7,461.		3,387.					4,074.	
		197.426 SHS MANNING & NAPIER PROPERTY TYPE: SECURITIES				P	01/20/2011	07/23/2012
3,435.		3,858.					-423.	
		439.053 SHS MANNING & NAPIER PROPERTY TYPE: SECURITIES				P	01/20/2011	05/25/2012
7,881.		8,579.					-698.	
		318 SHS POWERSHARES DB COMMODI PROPERTY TYPE: SECURITIES				P	01/20/2011	05/24/2012
8,252.		8,774.					-522.	
		11 SHS POWERSHARE DB COMMODITY PROPERTY TYPE: SECURITIES				P	01/20/2011	06/26/2012
272.		304.					-32.	
		20 SHS SPDR GOLD TRUST PROPERTY TYPE: SECURITIES				P	05/19/2009	06/21/2012
3,078.		1,815.					1,263.	
		4 SHS SPDR GOLD TRUST PROPERTY TYPE: SECURITIES				P	05/19/2009	06/26/2012
611.		363.					248.	

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)	
		696 SHS SPDR GOLD TRUST PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
37.							37.	
		21 SHS SPDR S&P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	11/13/2009	03/09/2012
2,881.		2,294.					587.	
		209.908 SHS THORNBERG VALUE FD PROPERTY TYPE: SECURITIES				P	04/25/2011	05/30/2012
6,144.		7,806.					-1,662.	
		26.406 SHS THORNBERG VALUE FD PROPERTY TYPE: SECURITIES				P	04/25/2011	06/26/2012
760.		982.					-222.	
		491.538 SHS THORNBERG VALUE FD PROPERTY TYPE: SECURITIES				P	VARIOUS	07/23/2012
14,299.		12,782.					1,517.	
		111.841 SHS VICTORY PORTFOLIOS PROPERTY TYPE: SECURITIES				P	01/20/2011	06/26/2012
1,666.		1,779.					-113.	
		SHORT TERM GAIN POWERSHARES K1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
336.							336.	
		LONG TERM GAIN POWERSHARES K1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
504.							504.	
		SHORT TERM GAIN POWERSHARES K1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
37.							37.	
		LONG TERM LOSS POWERSHARES K1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
		468.					-468.	
TOTAL GAIN(LOSS)							19,056.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPMORGAN CHASE DIVIDENDS/INTEREST	14,960.	14,960.
POWERSHARES DB COMMODITY K-1 INTEREST	12.	12.
TOTAL	14,972.	14,972.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	5,537.	5,537.
OTHER INVESTMENT EXPENSE	169.	169.
TOTALS	5,706.	5,706.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX	399.	399.
FEDERAL EXCISE TAX	648.	
TOTALS	1,047.	399.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AIM INVT FDS		14,573.	14,791.
ASTON OPTIMUM	33,834.	31,284.	31,994.
BLACKROCK HIGH YIELD BOND	7,694.		
COLUMBIA FDS SER TR II MASS		14,430.	16,824.
DELAWARE EMERGING MARKETS FUND	16,974.	16,974.	15,182.
DODGE & COX INTERNATIONAL STOC	43,017.	43,017.	41,824.
DOUBLELINE FDS TR		7,250.	7,328.
DREYFUS LAUREL EMG MKT DEBT		7,300.	7,914.
EATON VANCE FLOATING RATE		14,340.	14,523.
EATON VANCE MUT FDS TR	17,121.		
EATON VANCE MUT FDS TR	25,302.		
EATON VANCE MUT FDS TR GB MACR		14,758.	14,182.
EDGEWOOD GROWTH FUND	16,829.	12,990.	15,579.
FMI FDS INC	11,732.	9,816.	15,310.
HARTFORD CAPITAL APPRECIATION	43,520.	39,955.	40,331.
HIGH BRIDGE DYNAMIC COMM STRG	16,922.	16,389.	12,235.
HSBC FDS TOTAL RETURN		7,789.	7,752.
ISHARES CORE S&P MIDCAP ETF		24,901.	31,527.
ISHARES MSCI EAFE INDEX FUND	26,024.	26,024.	23,824.
ISHARES S&P MIDCAP 300 INDEX F	11,696.		
JOHN HANCOCK II-EMG MKTS	9,673.		
JPM ASIA EQUITY FD-SEL	28,857.		
JPM HIGH YIELD FD	23,110.	13,056.	14,928.
JPM INTL CURRENCY INCOME FD		7,242.	7,508.
JPM INTL VALUE FD-SEL	14,441.	22,802.	23,840.
JPM INTREPID AMERICA FD - SEL	17,224.	14,602.	15,368.
JPM MARKET EXPANSION INDEX FD	12,666.	10,496.	15,959.
JPM REALTY INCOME FD - INSTL		7,820.	7,787.
JPM SHORT DURATION BOND FD-SEL	44,167.	34,934.	36,435.
JPM STR INC OPP FD	21,945.	12,337.	14,406.
JPM TR I GROWTH ADVANTAGE FD-S	23,254.	21,672.	30,448.
JPM TR I MLT SC INC-SEL	17,224.		
JPM US LRGE CAP CORE PLUS FD-S	20,809.	19,085.	23,765.

ATTACHMENT 4 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
JPM US REAL ESTATE FD-SE	10,826.		
MANNING & NAPIER FUND INC	43,473.	35,108.	31,498.
MANNING & NAPIER FUND INC	17,352.	17,352.	15,491.
MFS INTL VALUE-I	15,344.	22,193.	24,513.
NEUBERGER BERMAN MULTI CAP		14,806.	15,702.
PIMCO FDS UNCONSTR		14,875.	14,559.
POWERSHARES DB COMMODITY INDEX	24,886.	15,716.	15,918.
RS INTERNATIONAL GROWTH FUND		15,537.	16,239.
SPDR GOLD TRUST	6,352.	4,174.	7,453.
SPDR S&P 500 ETF TRUST	28,087.	43,782.	53,119.
T ROWE PRICE INTERNATIONAL FDS	14,649.	18,563.	23,877.
THORNBURG VALUE FUND	28,942.		
VANGUARD MSCI EMERGING MARKETS	8,622.	8,622.	8,327.
VANGUARD MSCI EUROPE ETF		7,859.	7,912.
VICTORY PORTFOLIOS	16,925.	15,146.	15,831.
TOTALS	719,493.	699,569.	752,003.

ATTACHMENT 5

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

DESCRIPTION	AMOUNT
POWERSHARES DB COM INDEX BASIS ADJ	264.
TOTAL	264.

ATTACHMENT 6

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

SEE ATTACHED AMENDMENT OF CHARITABLE TRUST DATED JULY 26, 2012.

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

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

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL MULTIPLE SCLEROSIS SOCIETY 3500 DEPAUW BOULEVARD SUITE 1040 INDIANAPOLIS, IN 46268	NONE EXEMPT	CHARITABLE	1,000
THE UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER 7000 FANNIN ST #150 HOUSTON, TX 77030	NONE EXEMPT	EDUCATIONAL	50,000
		TOTAL CONTRIBUTIONS PAID	51,000

AMENDMENT OF CHARITABLE TRUST

To: Robert E. Bartels, as trustee of the Bartels Family Charitable Foundation, dated December 19, 1997.

FIRST: I amend paragraph 13 of the above charitable trust to read as follows:

"13. <u>Trustee Succession and Appointment</u>. Subject to the following provisions of this paragraph, if Robert E. Bartels ceases to act as trustee hereunder, then Robert E. Bartels, Jr. and Amy Jo Stoll, shall become and be trustees hereunder without the execution of any document. If Robert E. Bartels, Jr. fails or ceases to act as trustee hereunder, then Ann M. Bartels shall be trustee in his place without the execution of any document. If Amy Jo Stoll fails or ceases to act as trustee hereunder, then James F. Stoll shall be trustee in her place without the execution of any document. If all of Robert E. Bartels, Jr., Amy Jo Stoll, Ann M. Bartels, and James F. Stoll fail or cease to act as a trustee hereunder, such of my descendants as have reached age 25 who are in the oldest generation of descendants may elect to be the trustees hereunder. Whenever after the application of the above provisions no successor trustee is named, the successor trustee shall be Ryan M. Harding, of Chicago, Illinois, or if he fails or ceases to act, the person or organization appointed by the Executive Committee of the law firm of McDermott Will & Emery LLP. An acting trustee, by revocable writing filed with the trust records and with such trustee's co-trustees, if any, may designate one or more persons or organizations to act as his or her co-trustee or successor trustee, each such co-trustee or successor trustee to act immediately or prospectively, concurrently or successively, and may specify the time during which and the order in which each such co-trustee or successor trustee shall act: provided, however, that no such writing shall supersede an unrevoked writing filed by a previously acting trustee. If a trustee files more than one such writing with the trust records, then the last writing so filed shall supersede all inconsistent provisions in any prior writing filed by that trustee. Unless otherwise provided by the terms of his or her designation, each trustee shall act as long as he or she is legally competent and willing to act. Robert E. Bartels, if legally competent, otherwise Robert E. Bartels, Jr. and Amy Jo Stoll acting jointly, or, if one of them is not legally competent, the other of them, if legally competent, otherwise the majority of the more remote adult descendants of Robert E. Bartels and Nancy J. Bartels who are legally competent, may appoint a successor to fill any vacancy in the office of trustee which is not effectively filled as provided above by written instrument delivered to the person or organization appointed: except that as long as at least one trustee is acting hereunder. a vacancy in the office of co-trustee may. but need not. be filled "

SECOND: I reaffirm and readopt the remaining provisions of said charitable trust

I. individually and as trustee. have signed and have placed an executed original of this amending instrument with the trust records on July 26, 2012

Robert E. Bartels