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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending

THE HELMERICH TRUST
1437 S. BOULDER AVE #1400
TULSA, OK 74119

A Employer identification number
73-1304358

B Telephone number (see the instructions)
(918) 588-5450

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, column (c), line 16)
\$ 8,611,578.

J Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) Modified Cash
(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)
1 Contributions, gifts, grants, etc., received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	11,672.	11,672.		
4 Dividends and interest from securities	223,685.	223,685.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	29,512.			
b Gross sales price for all assets on line 6a	968,407.			
7 Capital gain net income (from Part IV, line 2)		29,512.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	9,537.			
12 Total. Add lines 1 through 11	274,406.	264,869.	0.	
13 Compensation of officers, directors, trustees, etc	67,500.	7,800.		59,700.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	1,595.			1,595.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 3	16,681.	16,306.		375.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 4	7,304.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	24,154.			24,154.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	2,370.			2,037.
24 Total operating and administrative expenses. Add lines 13 through 23	119,604.	24,106.		87,861.
25 Contributions, gifts, grants paid Part XV	412,188.			412,188.
26 Total expenses and disbursements. Add lines 24 and 25	531,792.	24,106.	0.	500,049.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-257,386.			
b Net investment income (if negative, enter -0-)		240,763.		
c Adjusted net income (if negative, enter -0-)			0.	

144400-2
POSTMARK DATE APR 13 2013

REVENUE
EXPENSES
ADMINISTRATIVE AND OPERATING

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Part III 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			
	2 Savings and temporary cash investments	965,280.	1,196,667.	1,196,667.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)	910,281.	910,281.	1,248,040.
	b Investments — corporate stock (attach schedule)	2,244,314.	2,278,676.	3,802,546.
	c Investments — corporate bonds (attach schedule)	899,974.	861,452.	941,139.
	11 Investments — land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)	1,810,856.	1,326,243.	1,423,186.	
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 1)	6,830,705.	6,573,319.	8,611,578.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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. <input checked="" type="checkbox"/>			
	24 Unrestricted	6,830,705.	6,573,319.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	6,830,705.	6,573,319.	
	31 Total liabilities and net assets/fund balances (see instructions)	6,830,705.	6,573,319.	

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	6,830,705.
2 Enter amount from Part I, line 27a	2	-257,386.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	6,573,319.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,573,319.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 6				
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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	29,512.
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 (column (b) divided by column (c))
2011	428,936.	8,914,204.	0.048118
2010	384,782.	8,285,927.	0.046438
2009	416,305.	7,659,948.	0.054348
2008	386,901.	8,446,257.	0.045807
2007	383,623.	8,164,281.	0.046988

2 Total of line 1, column (d)	2	0.241699
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	0.048340
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,592,363.
5 Multiply line 4 by line 3	5	415,355.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,408.
7 Add lines 5 and 6	7	417,763.
8 Enter qualifying distributions from Part XII, line 4	8	500,049.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 2,408.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 2,408.
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 2,408.
6 Credits/Payments:		
a 2012 estimated tax prmts and 2011 overpayment credited to 2012	6 a 3,428.	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7 3,428.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 1,020.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 1,020. Refunded	11 0.	

Part VII A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) OK		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JONATHAN D HELMERICH</u> Telephone no. <u>(918) 742-5531</u> Located at <u>1437 S BOULDER AVE STE 1400 TULSA OK</u> ZIP + 4 <u>74119</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly).		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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?	1 c	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

Part VII(B) Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5 b

N/A

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a 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?

If 'Yes' to 6b, file Form 8870.

6 b

X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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
See Statement 7		67,500.	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

0

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

Part IX A Summary of Direct Charitable Activities**Part IX-B Summary of Program-Related Investments (see instructions)**

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	1 a	7,308,799.
b Average of monthly cash balances	1 b	1,414,412.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	8,723,211.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	8,723,211.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	130,848.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,592,363.
6 Minimum investment return. Enter 5% of line 5	6	429,618.

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	429,618.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	2,408.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	2,408.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	427,210.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	427,210.
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	427,210.

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	1 a	500,049.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	500,049.
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	2,408.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	497,641.

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				427,210.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			411,443.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 500,049.				
a Applied to 2011, but not more than line 2a			411,443.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				88,606.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				338,604.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part 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 SEE ATTACHED SCHEDULE #2			SEE ATTACHED SCHEDULE #2	412,188.
Total			3 a	412,188.
b Approved for future payment THE UNIVERSITY OF OKLAHOMA FOUNDATION 555 ELM AVE NORMAN, OK 73019				50,000.
Total			3 b	50,000.

THE HELMERICH TRUST

73-1304358

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
BUCKEYE SCH K-1 UB INCOME	\$ 7,109.		
EXCISE TAX REFUND	2,428.		
Total	\$ 9,537.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 1,595.			\$ 1,595.
Total	\$ 1,595.	\$ 0.	\$ 0.	\$ 1,595.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADR Fees	\$ 419.	\$ 419.		
Guidestar Membership	375.			\$ 375.
Investors Fees	15,887.	15,887.		
Total	\$ 16,681.	\$ 16,306.	\$ 0.	\$ 375.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
990-T Estimated Tax Paid	\$ 1,800.			
990-T Tax Due 2011	1,672.			
Estimated Excise Tax	3,428.			
Foreign Tax Withheld	404.			
Total	\$ 7,304.	\$ 0.	\$ 0.	\$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 108.			\$ 108.
Buckeye Non-Deductible Exp	20.			
D&O Insurance	1,864.			1,864.
Non-Deductible Contrib	313.			
Office Expense	65.			65.
Total	\$ 2,370.	\$ 0.	\$ 0.	\$ 2,037.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	VANGUARD LTG	Purchased	Various	12/31/2012
2	MERRILL LYNCH VAR REIT LTG	Purchased	Various	12/31/2012
3	3000 WASHINGTON MUTUAL	Purchased	9/17/2003	8/21/2012
4	FRAC SH MOTORS LIQ CO	Purchased	7/13/2012	7/13/2012
5	FRAC SH WPX ENERGY	Purchased	1/13/2012	1/13/2012
6	2500 BUCKEYE PARTNERS	Purchased	9/20/2002	11/14/2012
7	MIDFIRST SALES	Purchased	1/01/2012	12/31/2012
8	MIDFIRST SALES	Purchased	Various	12/31/2012
9	MIDFIRST SALES	Purchased	Various	12/31/2012
10	200000 GENERAL ELECTRIC CAP CORP	Purchased	4/03/2002	2/15/2012
11	100000 HOUSEHOLD FINANCE CORP NOTES	Purchased	4/04/2002	4/15/2012
11	Capital Gain Dividends			

	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Item	Gross Sales	Deprec. Allowed	Cost Basis	Gain (Loss)	FMV 12/31/69	Adj. Bas. 12/31/69	Excess (i) - (j)	Gain (Loss)
1	9,913.		0.	9,913.				\$ 9,913.
2	16,079.		0.	16,079.				16,079.
3	0.		113,752.	-113,752.				-113,752.
4	7.		0.	7.				7.
5	11.		0.	11.				11.
6	113,504.		12,712.	100,792.				100,792.
7	359,575.		349,403.	10,172.				10,172.
8	66,188.		59,296.	6,892.				6,892.
9	103,130.		106,224.	-3,094.				-3,094.
10	200,000.		197,508.	2,492.				2,492.
11	100,000.		100,000.	0.				0.
							Total	\$ 29,512.

THE HELMERICH TRUST

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Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
HANS C. HELMERICH 1437 S. BOULDER AVE TULSA, OK 74119	CO-TRUSTEE 1.00	\$ 13,000.	\$ 0.	\$ 0.
WALTER H. HELMERICH, IV 1437 S. BOULDER AVE TULSA, OK 74119	CO-TRUSTEE 1.00	13,000.	0.	0.
DOW Z. HELMERICH 1437 S. BOULDER AVE TULSA, OK 74119	CO-TRUSTEE 1.00	13,000.	0.	0.
MATTHEW G. HELMERICH 1437 S. BOULDER AVE TULSA, OK 74119	CO-TRUSTEE 4.00	15,500.	0.	0.
JONATHAN D. HELMERICH 1437 S. BOULDER AVE TULSA, OK 74119	CO-TRUSTEE 1.00	13,000.	0.	0.
Total		<u>\$ 67,500.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

THE HELMERICH TRUST
SCHEDULE #1
ATTACHED TO AND MADE A PART OF TAX RETURN
FOR THE YEAR ENDED 12/31/12
73-1304358

US & STATE GOVT OBLIGATIONS	BEGINNING OF YEAR		END OF YEAR	
	VALUATION METHOD	BOOK VALUE	BOOK VALUE	FAIR MARKET VALUE
DESCRIPTION				
US TREAS 17-YR @ 7 25	COST	107,531	107,531	122,727
US TREAS 17-YR @ 7 25	COST	106,406	106,406	122,727
US TREAS 26-YR @ 6 25	COST	497,500	497,500	716,133
US TREAS 24-YR @ 6 25	COST	198,844	198,844	286,453
TOTAL TO FORM 990-PF, PART II, LINE 10A		910,281	910,281	1,248,040

CORPORATE STOCK	BEGINNING OF YEAR		END OF YEAR	
	VALUATION METHOD	BOOK VALUE	BOOK VALUE	FAIR MARKET VALUE
DESCRIPTION				
DEUTSCHE BANK 6 625%	COST	147,821	147,821	175,490
FORT DEARBORN INCOME	COST	147,725	147,725	165,400
GENL AMER INVESTR 5 95%	COST	199,654	199,654	204,320
GENERAL MOTORS CO COMMON	COST	23,549	23,549	5,766
GENERAL MOTORS WTO7 16	COST	15,008	15,008	3,530
GENERAL MOTORS WTO7 19	COST	11,443	11,443	2,261
HELMERICH & PAYNE INC	COST	498,156	498,156	1,909,600
INTEL CORPORATION	COST	44,800	44,800	20,230
JPMORGAN CHASE 8 625%	COST	250,805	250,805	259,700
WASHINGTON MUTUAL INC	COST	113,752	-	-
WILLIAMS COMPANIES INC	COST	12,500	10,190	16,370
WPX ENERGY	COST	-	2,310	2,470
EGSHARES INDIA INFRASTRUCTURE ETF	COST	-	1,038	1,034
GLOBAL X FDS GLOBAL X BRAZIL	COST	1,750	-	-
GLOBAL X FDS GLOBAL X CHINA FINLS	COST	1,808	-	-
ISHARES MSCI SOUTH KOREA CAPPED	COST	-	7,318	8,236
ISHARES TR MSCI EMERGING MKTS INDEX	COST	-	49,986	50,515
MARKET VECTORS ETF TR INDIA	COST	-	1,928	2,002
AGILE PPTY HLDGS LTD ADR	COST	-	3,499	3,938
AAC TECHNOLOGIES HLDGS INC ADR	COST	-	3,000	3,496
ABERCROMBIE & FITCH CO CL A	COST	3,988	-	-
ACACIA RESH CORP ACACIA TCH COM	COST	-	2,644	2,797
ADVANCED SEMICONDUCTOR ENGR	COST	-	4,101	4,109
AGCO CORP DEL COM	COST	907	2,165	2,456
AIA GROUP LTD SPONSORED ADR	COST	-	4,724	5,230
AIR LIQUIDE ADR	COST	6,894	6,880	7,594
AKBANK TURK ANONIM SIRKETI ADR	COST	-	930	1,065
ALERE INC COM	COST	-	3,125	3,238
ALEXANDER & BALDWIN INC COM	COST	903	-	-
ALLEGHENY TECHNOLOGIES INC COM	COST	-	2,826	1,973
ALLEGiant TRAVEL CO COM	COST	2,180	4,908	6,901
ALLERGAN INC COM	COST	2,405	1,905	1,835
ALLIANZ SOCIETAS EUROPAEA SE	COST	4,069	4,069	5,292
ALLSTATE CORP COM	COST	4,328	2,891	4,660
AMAZON COM INC COM	COST	1,523	5,799	7,024
AMERICA MOVIL S A DE C V SPONSORED	COST	7,706	9,006	9,025
AMERICAN CAMPUS CMNTYS INC COM	COST	1,695	3,129	3,690
AMERICAN ELEC PWR INC COM	COST	6,660	4,313	4,780
AMERICAN EXPRESS CO COM	COST	1,800	-	-
AMERICAN INTL GROUP INC COM NEW	COST	-	3,996	4,024
AMETEK INC NEW COM	COST	1,095	2,213	3,081
ANGIODYNAMICS INC COM	COST	927	1,662	1,319
ANGLO AMERN PLC ADR NEW	COST	2,008	-	-
ANHEUSER BUSCH INBEV SPONSORED ADR	COST	-	7,747	8,479
ANHUI CONCH CEM CO LTD ADR	COST	2,936	2,256	2,838
ANTOFAGASTA PLC SPONSORED ADR	COST	2,285	2,872	3,400
APPLE INC COM	COST	13,772	8,778	12,240
ARCHER DANIELS MIDLAND CO COM	COST	1,892	3,172	3,177

ARCOS DORADOS HOLDINGS INC SHS CLASS	COST	2,267	-	-
ARKANSAS BEST CORP DEL COM	COST	666	1,406	716
ARM HLDGS PLC SPONSORED ADR	COST	5,950	6,046	8,323
ARTHROCARE CORP COM	COST	1,752	-	-
ASML HOLDING N V NY REG SHS	COST	2,200	-	-
ASML HOLDING N V NYREGISTRY SHS	COST	-	3,215	4,379
AT&T INC COM	COST	3,935	-	-
ATLAS AIR WORLDWIDE HLDGS INC COM	COST	-	3,379	3,324
ATLAS COPCO AB SPONSORED ADR NEW	COST	2,583	2,583	3,508
BAIDU COM INC SPONSORED ADR REPSTG	COST	5,166	6,388	5,215
BALCHEM CORP COM	COST	2,934	5,748	5,468
BANCO BRADESCO S A SPONSORED ADR	COST	2,700	-	-
BANCO SANTANDER CHILE ADR	COST	920	-	-
BANK OF AMERICA CORP COM	COST	2,083	2,083	4,180
BARRETT BILL CORP COM	COST	-	2,988	2,099
BE AEROSPACE INC COM	COST	1,486	3,149	4,199
BEBE STORES INC COM	COST	1,314	2,759	1,420
BEST BUY INC COM	COST	2,343	2,418	1,126
BG GROUP PLC-SPON ADR	COST	5,543	4,238	3,357
BIOGEN IDEC INC COM	COST	1,694	1,849	2,342
BOEING CO COM	COST	2,049	2,049	2,261
BORGWARNER INC COM	COST	2,213	1,698	1,791
BRISTOL MYERS SQUIBB CO COM	COST	-	4,019	3,976
BROCADE COMMUNICATIONS SYS INC COM	COST	1,053	2,085	2,132
BUNGE LIMITED	COST	2,005	2,005	2,471
CAMERON INTL CORP COM	COST	-	1,023	1,073
CANADIAN NATL RY CO COM	COST	3,007	3,007	3,731
CANON INC ADR REPSTG 5 SHS	COST	4,646	-	-
CAPITAL ONE FINL CORP COM	COST	3,868	3,159	4,345
CAPSTEAD MTG CORP COM NO PAR	COST	1,115	2,197	2,065
CAREFUSION CORP COM	COST	1,575	3,756	4,544
CARLSBERG AS SPONSORED ADR	COST	-	1,758	2,036
CARNIVAL CORP PAIRED CTF 1 COM	COST	1,766	-	-
CENTURYTEL INC COM	COST	-	5,693	5,868
CERNER CORP COM	COST	874	1,843	2,015
CHEMTURA CORP COM NEW	COST	1,107	2,273	4,358
CHEVRON CORPORATION	COST	4,158	5,669	6,056
CHINA COMMUNICATIONS CONSTR CO ADR	COST	-	3,290	3,474
CHINA CONSTR BK CORP ADR	COST	7,392	4,828	5,858
CHINA MINSHENG BKG CORP LTD ADR	COST	-	2,005	2,404
CHINA OVERSEAS LD & INVT LTD ADR	COST	-	2,799	3,576
CHINA RES ENTERPRISE LTD SPONSORED	COST	1,929	-	-
CHINA SHENHUA ENERGY CO LTD ADR	COST	2,615	-	-
CISCO SYS INC COM	COST	4,384	3,789	4,284
CITRIX SYS INC COM	COST	2,689	-	-
CNOOC LTD SPONSORED ADR	COST	6,360	4,460	5,500
COACH INC COM	COST	1,997	-	-
COCA COLA CO COM	COST	5,867	5,351	5,655
COCHLEAR LTD ADR	COST	2,038	2,038	3,162
COINSTAR INC COM	COST	-	3,154	3,225
COMCAST CORP CL A	COST	4,061	-	-
COMERICA INC COM	COST	1,427	-	-
COMPANIA DE MINAS BUENAVENTURA	COST	-	1,135	1,114
COMTECH TELECOMMUNICATIONS COM	COST	1,727	3,225	2,665
CONOCOPHILLIPS COM	COST	3,813	4,079	4,523
COPART INC COM	COST	1,650	-	-
COSAN LTD SHS A	COST	3,272	-	-
COVIDIEN PLC SHS	COST	1,759	-	-
CREDICORP LTD COM	COST	-	2,879	3,517
CROWN CASTLE INTL CORP COM	COST	-	3,995	5,123
CSL LTD ADR	COST	2,088	2,088	3,721
CTRIIP COM INTL LTD AMERICAN DEP SHS	COST	5,102	-	-
CVS CAREMARK CORP COM	COST	4,181	3,366	4,545
DANAHER CORP COM	COST	6,512	6,261	7,602
DARLING INTL INC COM	COST	1,467	2,914	3,529
DASSAULT SYS SA ADR COM	COST	7,352	5,148	7,551
DBS GROUP HLDGS LTD SPONSORED ADR	COST	2,473	2,473	3,159
DENBURY RES INC COM NEW	COST	1,132	2,460	2,592
DIAMOND OFFSHORE DRILLING INC COM	COST	3,167	-	-

DIGITALGLOBE INC COM NEW	COST	-	2,791	5,035
DISCOVERY COMMUNICATNS NEW COM SER A	COST	-	1,813	2,158
DONGFENG MTR GROUP CO LTD ADR REP	COST	-	940	1,003
DOVER CORP COM	COST	3,942	4,028	5,060
DR REDDYS LABS LTD ADR	COST	-	2,108	2,330
E M C CORP MASS COM	COST	2,101	5,565	5,768
EDWARDS LIFESCIENCES CORP COM	COST	1,761	1,902	1,894
ENTERGY CORP NEW COM	COST	4,131	4,725	4,463
ENTROPIC COMMUNICATIONS INC COM	COST	748	2,339	2,312
EOG RES INC COM	COST	2,880	1,390	1,449
ERSTE BK DER OESTERREICHISCHEN	COST	2,651	-	-
EXPRESS SCRIPTS HLDG CO COM	COST	-	3,360	3,834
EXPRESS SCRIPTS INC COM	COST	1,829	-	-
EXXON MOBIL CORP COM	COST	3,939	3,461	3,895
FACEBOOK INC CL A	COST	-	1,478	1,198
FAMILY DLR STORES INC COM	COST	2,664	3,404	3,614
FANUC LTD JAPAN ADR	COST	5,659	5,659	6,813
FEDEX CORP COM	COST	-	1,804	1,834
FIFTH THIRD BANCORP COM	COST	3,747	3,233	4,408
FLIR SYS INC COM	COST	1,197	2,245	1,897
FREE-PORT MCMORAN COPPER AND GOLD	COST	3,093	4,242	4,104
FRESENIUS MED CARE	COST	5,009	5,009	5,076
GAFISA S A SPONSORED ADR REPSTG 2	COST	3,377	-	-
GAMESTOP CORP NEW CL A	COST	1,468	-	-
GAZPROM O A O SPONSORED ADR REG S	COST	5,367	3,678	3,340
GENERAL DYNAMICS CORP COM	COST	3,969	4,094	4,503
GENERAL ELEC CO COM	COST	3,326	5,922	6,822
GENESCO INC COM	COST	111	1,893	1,760
GEN-PROBE INC NEW COM	COST	1,180	-	-
GERDAU S A SPONSORED ADR	COST	2,766	-	-
GILDAN ACTIVEWEAR INC COM	COST	1,229	3,079	4,390
GILEAD SCIENCES INC COM	COST	-	1,846	1,836
GOLDMAN SACHS GROUP INC COM	COST	2,649	3,582	4,592
GOOGLE INC CL A	COST	7,899	4,916	6,366
GREENBRIER COS INC COM	COST	1,066	2,541	2,183
GUESS INC COM	COST	1,641	3,559	3,018
HAEMONETICS CORP COM	COST	1,125	2,076	2,859
HARTFORD FINL SVCS GROUP INC COM	COST	-	2,383	3,007
HDFC BANK LTD ADR REPS 3 SHS	COST	4,043	3,678	5,131
HEWLETT PACKARD CO COM	COST	2,852	-	-
HOLOGIC INC COM	COST	914	1,970	2,301
HOSPIRA INC COM	COST	1,195	2,494	2,499
HOYA CORP SPONSORED ADR	COST	3,742	-	-
HSBC HLDGS PLC SPONSORED ADR NEW	COST	1,873	1,873	2,494
HURON CONSULTING GROUP INC COM	COST	1,456	3,974	4,009
ICICI BK LTD SPONSORED ADR	COST	3,583	8,475	10,815
ICONIX BRAND GROUP INC COM	COST	1,720	3,407	4,464
ILLUMINA INC COM	COST	1,362	1,897	3,280
IMPERIAL OIL LTD COM NEW	COST	2,923	2,923	3,182
INDUSTRIAL & COML BK CHINA ADR	COST	3,299	4,100	5,038
INFOSYS TECHNOLOGIES SP ADR COM	COST	2,769	1,268	1,058
INNOPHOS HLDGS INC COM	COST	2,770	3,821	4,046
INNOSPEC INC COM	COST	-	3,349	3,932
INTEGRATED DEVICE TECHNOLOGY COM	COST	885	1,717	2,154
INTEL CORP COM	COST	1,973	4,491	3,877
INTERLINE BRANDS INC COM	COST	755	-	-
INTERNATIONAL BUSINESS MACHS CORP	COST	-	3,378	3,256
INTERNATIONAL PAPER CO COM	COST	3,375	-	-
ITAU UNIBANCO BANCO MULTIPL SA SPONS	COST	11,945	-	-
ITRON INC COM	COST	799	2,209	2,718
J P MORGAN CHASE & CO COM	COST	7,527	4,504	6,332
JGC CORP ADR	COST	2,235	3,522	3,838
JIANGXI COPPER CO LTD SPONSORED ADR	COST	2,986	1,673	2,316
JOHNSON & JOHNSON COM	COST	7,066	6,217	6,519
JOY GLOBAL INC COM	COST	-	4,286	3,380
JSC MMC NORILSK NICKEL SPONSORED ADR	COST	-	2,110	2,311
JUNIPER NETWORKS INC COM	COST	1,442	-	-
JUPITER TELECOMMUNICATION CO ADR	COST	2,575	-	-
KB FINL GROUP INC SPONSORED ADR	COST	5,829	4,674	4,882

KEPPEL LTD SPONSORED ADR	COST	-	2,805	2,918
KIMBERLY CLARK CORP COM	COST	6,343	3,558	4,222
KINDER MORGAN INC DEL COM	COST	-	2,893	2,862
KNOLOGY INC COM	COST	1,586	-	-
KOHL'S CORP COM	COST	3,961	2,054	1,719
KRAFT FOODS GROUP INC COM	COST	-	2,253	2,364
KROGER CO COM	COST	2,634	-	-
LAS VEGAS SANDS CORP COM	COST	8,982	1,873	2,031
LAUDER ESTEE COS INC CL A	COST	2,268	-	-
LG DISPLAY CO LTD SPONS ADR REP	COST	-	2,543	2,462
LI & FUNG LTD ADR	COST	5,345	6,545	5,966
LILLY ELI & CO COM	COST	3,609	3,447	4,340
LINKEDIN CORP COM CL A	COST	-	2,403	2,641
LKQ CORP COM	COST	2,578	2,393	3,566
LONZA GROUP AG ADR	COST	2,791	2,791	2,443
L'OREAL-UNSPONSORED ADR	COST	3,730	3,730	4,868
LORILLARD INC COM	COST	1,733	-	-
LSB INDS INC COM	COST	2,661	5,378	5,844
LVMH MOET HENNESSY LOU VUITTON ADR	COST	2,594	2,594	3,111
MAGNUM HUNTER RES CORP DEL COM	COST	1,032	2,741	2,625
MARATHON OIL CORP COM	COST	3,200	3,935	4,844
MARATHON PETE CORP COM	COST	1,992	2,821	5,229
MARVELL TECHNOLOGY GROUP LTD	COST	2,922	-	-
MCDONALDS CORP COM	COST	3,174	-	-
MCKESSON CORP COM	COST	3,474	2,182	2,909
MEAD JOHNSON NUTRITION CO COM CL A	COST	3,099	-	-
MECHEL OAO SPONSORED ADR	COST	1,819	-	-
MERCK & CO INC NEW COM	COST	4,250	3,361	4,176
METLIFE INC COM	COST	4,521	4,415	4,743
MICROSOFT CORP COM	COST	8,261	11,008	10,951
MOBILE TELESYSTEMS OJSC SPONSORED	COST	5,865	2,066	2,686
MONDELEZ INTL INC CL A	COST	-	2,430	2,393
MONSANTO CO NEW COM	COST	4,313	4,501	5,774
MOTOROLA SOLUTIONS INC COM NEW	COST	3,221	-	-
MTN GROUP LTD SPONSORED ADR	COST	4,867	1,969	2,386
MURPHY OIL CORP COM	COST	3,358	4,149	4,943
NASPERS LTD SPON ADR N SHS	COST	3,893	3,103	4,354
NATIONAL FINL PARTNERS CORP COM	COST	689	1,919	2,400
NATIONAL OILWELL VARCO INC	COST	2,326	4,499	4,579
NCR CORP NEW COM	COST	1,628	2,890	4,204
NESTLE S A SPONSORED ADR REPSTG REG	COST	7,063	7,063	8,204
NETFLIX INC COM	COST	1,919	-	-
NEXTERA ENERGY INC COM	COST	-	2,447	2,422
NOKIAN TYRES OYJ ADR	COST	-	3,265	3,016
NOVARTIS AG SPONSORED ADR	COST	2,295	-	-
NUCOR CORP COM	COST	-	3,015	3,280
O REILLY AUTOMOTIVE INC NEW COM	COST	-	2,904	2,772
OIL CO LUKOIL SPONSORED ADR	COST	3,085	5,765	6,679
OMNICARE INC COM	COST	1,157	2,528	3,069
ORACLE CORPORATION COM	COST	10,853	2,694	3,165
ORTHOFIX INTERNATIONAL N V	COST	1,468	1,963	2,163
OSI SYSTEMS INC COM	COST	3,207	5,695	8,069
PACIFIC RUBIALES ENERGY CORP COM NEW	COST	3,051	3,803	3,953
PATTERSON COS INC CO	COST	1,020	1,794	2,054
PEPSICO INC COM	COST	1,786	-	-
PETROLEO BRASILEIRO S.A -ADR	COST	3,642	5,214	5,062
PETROLEO BRASILEIRO SA PETROBRAS	COST	6,751	-	-
PFIZER INC COM	COST	4,449	5,907	7,273
PHILIP MORRIS INTL INC COM	COST	-	2,400	2,509
POLYCOM INC COM	COST	1,160	2,290	1,360
POSCO SPONSORED ADR	COST	2,391	2,463	2,465
POTASH CORP SASK INC COM	COST	-	4,010	3,825
PRAXAIR INC COM	COST	1,818	-	-
PRECISION CASTPARTS CORP COM	COST	3,883	4,383	5,114
PROCTER & GAMBLE CO COM	COST	2,642	3,950	4,073
PT BK MANDIRI PERSERO TBK ADR	COST	-	2,100	2,353
PT PERUSAHAAN GAS NEGARA PERSE ADR	COST	-	1,626	2,005
PT UTD TRACTORS TBK ADR	COST	3,250	-	-
PUBLIC SVC ENTERPRISE GROUP COM	COST	-	3,075	3,121

QIAGEN N V COM	COST	2,003	2,003	2,632
QUALCOMM INC COM	COST	2,790	4,388	4,701
RANGE RESOURCES CORP COM	COST	1,522	4,291	4,461
ROCHE HLDG LTD SPONSORED ADR	COST	4,555	4,555	5,628
ROCKWELL AUTOMATION INC COM	COST	2,784	-	-
ROPER INDS INC NEW COM	COST	1,507	3,365	4,459
ROSETTA RESOURCES INC COM	COST	1,496	3,067	3,399
ROVI CORP COM	COST	3,156	5,496	2,222
SAKARI RES LTD ADR	COST	1,879	-	-
SALESFORCE COM INC COM	COST	1,779	-	-
SANDISK CORP COM	COST	2,211	1,863	1,697
SAP AKTIENGESellschaft SPONSORED ADR	COST	5,493	6,957	9,646
SASOL LTD-SPONSORED ADR	COST	1,818	1,818	1,732
SBERBANK RUSSIA SPONSORED ADR	COST	3,331	4,972	5,537
SCHLUMBERGER LTD COM	COST	8,523	8,745	8,732
SCHNEIDER ELECTRIC SA ADR	COST	3,763	3,763	4,598
SHERWIN WILLIAMS CO COM	COST	-	1,964	2,153
SHINHAN FINL GROUP CO LTD SPONSORED	COST	6,826	4,492	4,617
SIGMA ALDRICH CORP COM	COST	1,672	-	-
SILICONWARE PRECISION INDS LTD	COST	-	4,057	3,711
SILVER STD RES INC COM	COST	2,878	3,754	3,871
SKYWORKS SOLUTIONS INC COM	COST	-	2,247	2,172
SMITH (A.O) CORP COM	COST	1,301	1,512	2,523
SOCIEDAD QUIMICA MINERA DE CHI SPON	COST	1,368	-	-
SONOVA HLDG AG ADR	COST	3,113	3,113	3,656
SOUTHERN COPPER CORP COM	COST	-	2,954	3,445
ST JUDE MED INC COM	COST	4,178	4,328	4,192
STANLEY BLACK & DECKER INC COM	COST	-	3,943	4,142
STAPLES INC COM	COST	2,254	3,607	2,850
STARBUCKS CORP COM	COST	2,953	4,412	5,202
STARWOOD HOTELS&RESORTS WRLDWD COM	COST	2,563	-	-
STATE STR CORP COM	COST	3,555	3,555	4,748
STERICYCLE INC COM	COST	817	-	-
SUPERIOR ENERGY SVCS INC COM	COST	1,632	2,577	2,176
SURMODICS INC COM	COST	646	1,521	2,907
SVENSKA HANDELSBANKEN AB ADR	COST	-	1,791	1,965
SWATCH GROUP AG ADR	COST	3,106	3,106	4,081
SYNNEX CORP COM	COST	1,367	2,789	3,094
SYSCO CORP COM	COST	2,317	2,609	3,039
SYSMEX CORP ADR	COST	-	3,081	3,393
TAIWAN SEMICONDUCTOR MFG CO LTD	COST	6,853	8,927	11,411
TATA MTRS LTD SPONSORED ADR	COST	-	3,597	4,480
TEKELEC COM	COST	620	-	-
TENCENT HLDGS LTD ADR	COST	3,494	1,165	1,928
TERADATA CORP DEL COM	COST	-	1,970	1,795
TESCO PLC-SPON ADR	COST	3,156	3,156	2,654
THE ADT CORPORATION COM	COST	-	1,935	2,046
TIM PARTICIPACOES S A SPONSORED ADR	COST	-	2,394	2,180
TIME WARNER INC COM NEW	COST	1,745	-	-
TRACTOR SUPPLY CO COM	COST	1,676	3,281	3,976
TRAVELERS COS INC COM	COST	-	3,662	4,525
TREEHOUSE FOODS INC COM	COST	1,214	3,044	2,607
TURKIYE GARANTI BANKASI A S	COST	5,582	6,376	9,314
TUTOR PERINI CORP COM	COST	754	-	-
TYCO INTERNATIONAL LTD SHS	COST	1,876	-	-
TYSON FOODS INC CL A	COST	2,326	-	-
UMB FINL CORP COM	COST	676	1,467	1,753
UNICHARM CORP ADR	COST	4,454	-	-
UNICHARM CORP SPONSORED ADR	COST	-	4,454	4,835
UNILEVER N V NEW YORK SHS NEW	COST	-	2,013	2,068
UNILEVER PLC SPONSORED ADR NEW	COST	2,075	2,075	2,478
UNION PAC CORP COM	COST	2,768	2,809	3,520
UNITED ONLINE INC COM	COST	844	-	-
UNITED TECHNOLOGIES CORP COM	COST	1,637	-	-
UNITEDHEALTH GROUP INC COM	COST	5,548	5,399	6,183
UNIVERSAL TECHNICAL INST INC COM	COST	776	1,374	1,004
UTI WORLDWIDE INC ORD	COST	739	2,866	2,626
VALE S A ADR	COST	8,038	6,551	6,183
VERA BRADLEY INC COM	COST	-	3,564	3,966

VERIFONE HLDGS INC COM	COST	1,394	-	-
VERIZON COMMUNICATIONS INC COM	COST	4,707	6,822	7,096
VERTEX PHARMACEUTICALS INC COM	COST	-	4,479	3,603
VF CORP COM	COST	6,025	4,129	4,680
VISTAPRINT N V SHS	COST	898	1,635	1,807
WAL MART STORES INC COM	COST	1,255	-	-
WAL-MART DE MEXICO S A DE C V	COST	3,557	-	-
WATERS CORP COM	COST	2,283	-	-
WELLS FARGO & CO NEW COM	COST	3,589	-	-
WENDYS CO COM	COST	974	1,938	1,833
WOODWARD GOVERNOR CO COM	COST	1,377	3,359	3,432
WORLD FUEL SERVICES CORP COM	COST	3,125	5,630	5,846
WPP GROUP PLC AMERICAN DEPOSITARY	COST	3,784	3,784	5,468
WRIGHT MED GROUP INC COM	COST	1,535	2,779	3,358
XINYI GLASS HLDGS LTD ADS REP 20 SHS	COST	-	1,553	1,702
YAMANA GOLD INC COM	COST	3,197	2,972	3,373
YANDEX N V SHS CLASS A	COST	-	1,680	1,896
YANZHOU COAL MNG CO LTD	COST	4,371	-	-
YUM BRANDS INC COM	COST	2,048	-	-
ZIJIN MNG GROUP CO LTD ADR CL H	COST	-	1,044	1,228
ZOOMLION HEAVY IND SCI & TECH ADR	COST	-	2,856	3,359

TOTAL TO FORM 990-PF, PART II, LINE 10B	2,244,314	2,278,676	3,802,546
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CORPORATE BONDS

DESCRIPTION	VALUATION METHOD	BEGINNING OF YEAR	END OF YEAR	
		BOOK VALUE	BOOK VALUE	FAIR MARKET VALUE
G E CAP CORP A 5 875% (BOK)	COST	197,508	-	-
G E CAP SR NOTES 5 875% (ML)	COST	247,554	247,554	312,000
G E CAP PUBLIC 6 0%	COST	148,758	148,758	156,600
HOUSEHOLD FIN CORP 7%	COST	100,000	-	-
AUSTRALIACMNWLTH BDS AUD	COST	106,357	-	-
GOLDMAN SACHS BRP INC MTN FR	COST	-	159,750	155,205
WELLS FARGO CO MTN FR	COST	-	155,927	155,081
ISHARES TR IBOX \$ HIGH YIELD CORP	COST	99,796	80,987	92,043
ISHARES TR IBOX USD INVT GRADE CORP	COST	-	49,885	51,905
BANCO BRADESCO S A SPONSORED ADR	COST	-	3,711	3,891
ITAU UNIBANCO BANCO MULTIPL SA SPONS	COST	-	11,653	11,440
PETROLEO BRASILEIRO SA PETROBRAS	COST	-	3,227	2,974

TOTAL TO FORM 990-PF, PART II, LINE 10C	899,974	861,452	941,139
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OTHER INVESTMENTS

OTHER INVESTMENTS		BEGINNING OF YEAR		END OF YEAR	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS:					
CALAMOS MKT NTRL CL C	COST	55,085	55,085	51,400	
MONTGOMERY STR INCOME SEC MD	COST	56,945	56,945	50,700	
VANGUARD SHORT-TERM #539	COST	531,271	546,363	557,590	
VANGUARD INTER-TERM #571	COST	518,204	549,004	568,402	
MORGAN STANLEY AA MONEY TRUST	COST	29,902	-	-	
GOLDMAN SACHS FINL SQ PRIME OBL 463	COST	484,001	-	-	
REIT'S:					
AVALONBAY COMMUNTS REIT	COST	24,811	24,811	70,100	
COHEN & STEERS PRFD REIT	COST	21,209	21,209	16,990	
DEVELOPERS DVSFD REALTY	COST	29,516	29,104	17,320	
FEDERAL REALTY INVT TR	COST	22,810	22,810	62,412	
REGENCY CENTERS REIT	COST	21,222	20,912	28,272	
PARTNERSHIPS:					
BUCKEYE PARTNERS LP	COST	15,879	-	-	

TO FORM 990-PF, PART II, LINE 13	1,810,856	1,326,243	1,423,186
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TOTAL PORTFOLIO

4:54 PM
05/08/13
Accrual Basis

HCH Family Investment Partnership
Balance Sheet
As of January 1, 2013

	<u>Jan 1, 13</u>
ASSETS	
Current Assets	
Checking/Savings	
102000 · F&M Savings	246,938 35
120000 · Merrill Lynch	65 00
121000 · Merrill Lynch Ready Asset	460,495.27
Total Checking/Savings	<u>707,498.62</u>
Other Current Assets	
140000 · Stocks & Bonds	575,577 12
155200 · Case-Preston Lakes OK 2 Units	-15,790 00
155400 · Case-Tuscan Bay OK 4units	162,227 00
155600 · Case-Park at Coulter TX 2units	83,717 00
160000 · Cognitive Electronics, Inc.	150,000 00
181100 · Insurance Policy - Joint Life	499,893 70
Total Other Current Assets	<u>1,455,624.82</u>
Total Current Assets	<u>2,163,123 44</u>
TOTAL ASSETS	<u><u>2,163,123.44</u></u>
LIABILITIES & EQUITY	
Equity	
Retained Earnings	20,557 81
281000 · Capital - Isaac	428,513 12
282000 · Capital - Shelby	428,513 13
283000 · Capital - Maxim	428,513 13
284000 · Capital - Sunday	428,513 13
285000 · Capital - Hailey	428,513.12
Total Equity	<u>2,163,123 44</u>
TOTAL LIABILITIES & EQUITY	<u><u>2,163,123.44</u></u>

THE HELMERICH TRUST
SCHEDULE #2
ATTACHED TO AND MADE A PART OF TAX RETURN
FOR THE YEAR ENDED 12/31/12
73-1304358

FORM 990-PF PART XV 3(a) CASH

RECIPIENT	FDN STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS 5450 MACDONALD AVE #11 KEY WEST FL 33040	509(a)(1)	GENERAL FUND	10,000
AMERICAN RED CROSS 10151 E 11TH ST TULSA OK 74128	509(a)(1)	TULSA REGION WILDFIRES	10,000
BISHOP KELLY HIGH SCHOOL 3905 S HUDSON AVE TULSA OK 74135	509(a)(1)	ATHLETICS	6,000
BOSTON AVENUE UNITED METHODIST CHURCH 1301 S BOSTON TULSA OK 74119	509(a)(1)	LIGHTING FUND MUSIC FUND	2,500 2,500
CHILD ABUSE NETWORK 2829 S SHERIDAN TULSA OK 74129	509(a)(1)	SPECIAL EVENTS OPERATING	2,000
CIRCLE CINEMA FOUNDATION 8 S LEWIS AVE TULSA OK 74104	509(a)(2)	HISTORIC MOVIE THEATER	10,000
CIRLCE OF CARE 1501 NW 24th OKLAHOMA CITY OK 73106	509(a)(1)	PEARL'S HOPE PROJECT	20,000
COMMUNITY FOUNDATION OF THE FL KEYS 300 SOUTHARD ST STE 201 KEY WEST FL 33040	509(a)(1)	GENERAL FUND GENERAL FUND GENERAL FUND	10,000 10,000 5,000
FAMILY & CHILDREN'S SERVICES INC 650 S PEORIA TULSA OK 74120	509(a)(1)	BRAINIAC BALL 2012	2,188
FOUNDATION FOR TULSA SCHOOLS 3027 S NEW HAVEN TULSA OK 74104	509(a)(1)	TOURNAMENT OF CHAMPIONS	5,000
HABITAT FOR HUMANITY 6235 E 13TH TULSA OK 74112	509(a)(1)	GENERAL FUND GENERAL FUND FL KEYS - CONSTRUCTION MATERIALS	5,000 10,000 5,000
HARVEST HOUSE 1439 E 71ST ST TULSA OK 74136	509(a)(1)	PROVIDE FOOD & CLOTHING FOR NEEDY	5,000
INDIAN NATIONS COUNCIL OF BOY SCOUTS	509(a)(1)	CAPITAL CAMPAIGN-TULSA CHAPTER	5,000

4925 S GARNETT RD
TULSA OK 74146

IRON GATE FOUNDATION 501 S CINCINNATTI AVE TULSA OK 74103	509(a)(1)	COOKING FOR CAUSE GALA	10,000
JOHN 3 16 MISSION 205 E PINE ST #103 TULSA OK 74106	509(a)(1)	MEALS, SHELTER AND CARE FOR HUNGRY AND HOMELESS	7,000
KEY MINISTRIES PO BOX 10357 PENSACOLA FL 32524	509(a)(1)	GENERAL FUND	5,000
KEY WEST FILM SOCIETY (TROPIC CINEMA) PO BOX 1283 KEY WEST FL 33041	509(a)(1)	GENERAL OPERATING PURPOSES	10,000
KEY WEST FRINGE THEATER 1523 WASHINGTON ST KEY WEST FL 33040	509(a)(2)	PRODUCTION COST FOR PERFORMERS	5,000
LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE NJ 08648	509(a)(1)	ANNUAL FUND	10,000
LIGHT OPERA OF OKLAHOMA 221 SOUTH MAIN ST - HARWELDEN TULSA OK 74114	509(a)(1)	CHARITABLE GIFT - PRODUCTION SUPPORT	5,000
MEMORIAL SLOAN KETTERING 1275 YORK AVE NEW YORK, NY 10065	509(a)(1)	CANCER RESEARCH	5,000
MONROE COUNCIL OF THE ARTS 1100 SIMONTON ST KEY WEST FL 33040	509(a)(1)	GENERAL FUND	5,000
OPERATION MOBILIZATION PO BOX 444 TYRONE GA 30290	509(a)(1)	SPECIAL PROJECTS	10,000
OPPORTUNITY INTERNATIONAL 2122 YORK ROAD STE 150 OAK BROOK IL 60523	509(a)(1)	GLOBAL MICROFINANCE INITIATIVE	10,000
PARADISE BALLET THEATER 727 EATON ST KEY WEST FL 33040	509(a)(1)	PRODUCTION OF NUTCRACKER	5,000
PHILBROOK MUSEUM OF ART 2727 S ROCKFORD TULSA OK 74114	509(a)(1)	FESTIVAL OF TREES	10,000
PRISON DISCIPLESHIP PO BOX 691002 TULSA OK 74169-1002	509(a)(1)	CHARACTER BUILDING MANUALS	5,000

RED BARN ACTORS STUDIO PO BOX 707 KEY WEST FL 33040	509(a)(1)	FUND FOR ART ENRICHMENT	5,000
RESONANCE CENTER FOR WOMEN 1608 S ELWOOD TULSA OK 74105	509(a)(1)	GENERAL FUND	2,000
SCULPTURE KEY WEST PO BOX 1058 KEY WEST FL 33041	509(a)(1)	SEED MONEY - MATCH DOGWOOD FDN	10,000
SEPTIMA CLARK PUBLIC CHARTER SCHOOL 425 CHESAPEAKE ST SE WASHINGTON DC 20032	509(a)(1)	GENERAL OPERATING BUDGET	5,000
THE SALVATION ARMY 1616 S MAIN TULSA OK 74119-4410	509(a)(1)	CHRISTMAS FOOD FUND	13,000
THE STUDIOS OF KEY WEST 600 WHITE STREET KEY WEST FL 33040-7153	509(a)(1)	GENERAL OPERATING FUND	10,000
THOMAS GILCREASE MUSEUM 1400 N GILCREASE MUSEUM RD TULSA OK 74127	509(a)(2)	MUSEUM OPERATIONS	10,000
TULSA BALLET THEATRE INC 1212 E 45TH PL SOUTH TULSA OK 74105	509(a)(2)	OUTREACH PROGRAMS TO AREA SCHOOLS	10,000
TULSA COMMUNITY FOUNDATION 7030 SOUTH YALE AVE STE 600 TULSA OK 74136	509(a)(1)	VOICES OF OKLAHOMA	10,000
TULSA GLOBAL ALLIANCE 800 S TUCKER DR TULSA OK 74104	509(a)(1)	KIDS WORLD 2012	5,000
TULSA HOPE ACADEMY 5251 E. NEWTON STREET TULSA OK 74115	509(a)(1)	TECHNOLOGY EDUCATION PROGRAM	10,000
OKLAHOMA PROJECT WOMAN PO BOX 14026 TULSA OK 74159	509(a)(1)	BREAST HEALTH CARE FOR UNINSURED OR LOW INCOME OKLAHOMANS	5,000
TULSA SYMPHONY ORCHESTRA 111 EAST 1ST TULSA OK 74103	509(a)(2)	GENERAL OPERATING BUDGET GENERAL OPERATING BUDGET	5,000 5,000
UNIVERSITY OF OK (FRED JONES JR MUSEUM) 555 ELM AVE NORMAN OK 73019-0685	509(a)(1)	MUSEUM GENERAL OPERATING	50,000 5,000
UNIVERSITY OF TULSA 800 S TUCKER DR TULSA OK 74104	509(a)(2)	LETTERMEN'S ASSOCIATION	10,000

VOICE OF CHINA & ASIA PO BOX 702015 TULSA OK 74170	509(a)(1)	DISTRIBUTION OF BIBLES IN RURAL CHINA	5,000
WESLEY HOUSE FAMILY SERVICES 1304 TRUMAN AVE KEY WEST FL 33040	509(a)(1)	CHILD DEVELOPMENT BACK PACK PRGRM	5,000
WORLD VISION PO BOX 9716 FEDERAL WAY WA 98063-9716	509(a)(1)	PROJECT CLEAN WATER	5,000
		TOTAL CASH CONTRIBUTIONS	412,188

Re: 990-PF, Part VII-B, #1(A) (4):

Reimbursed travel to and from annual meetings for Trustees