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

2012

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

, and ending

Name of foundation

THE ALBERT AND HETE BARTHELMESES
FOUNDATION, INC.

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

401 S. BOSTON

Room/suite

250

City or town, state, and ZIP code

TULSA, OK 74103

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 7,848,866. (Part I, column (d) must be on cash basis.)

A Employer identification number

73-1423086

B Telephone number

(918)392-0906

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 ►

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	113,875.	113,875.		STATEMENT 2
4	Dividends and interest from securities	138,782.	138,782.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	92,788.			STATEMENT 1
b	Gross sales price for all assets on line 6a	2,849,933.			
7	Capital gain net income (from Part IV, line 2)		92,129.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	2,363.	1,147.		STATEMENT 4
12	Total. Add lines 1 through 11	347,808.	345,933.		
13	Compensation of officers, directors, trustees, etc	84,000.	58,800.		25,200.
14	Other employee salaries and wages	32,603.	22,107.		10,496.
15	Pension plans, employee benefits	8,389.	8,389.		0.
16a	Legal fees				
b	Accounting fees	5,705.	5,705.		131.0.
c	Other professional fees	25,406.	25,406.	NUV 282013	0.
17	Interest	229.	0.		0.
18	Taxes	14,324.	6,905.		5,443.
19	Depreciation and depletion	5,044.	4,929.		
20	Occupancy	13,439.	9,407.		4,032.
21	Travel, conferences, and meetings	1,691.	1,691.		0.
22	Printing and publications				
23	Other expenses	21,020.	19,337.		1,671.
24	Total operating and administrative expenses. Add lines 13 through 23	211,850.	162,676.		46,842.
25	Contributions, gifts, grants paid	195,150.			195,150.
26	Total expenses and disbursements. Add lines 24 and 25	407,000.	162,676.		241,992.
27	Subtract line 26 from line 12:	-59,192.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		183,257.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing		100.	100.	100.
2	Savings and temporary cash investments		1,400,254.	2,325,998.	2,325,998.
3	Accounts receivable ► 3,168.		8,261.	3,168.	3,168.
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges		4,667.	4,554.	4,554.
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock				
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other ► STMT 9		6,196,646.	5,189,020.	5,390,176.
14	Land, buildings, and equipment: basis ► 45,772.		5,383.	5,129.	4,675.
	Less accumulated depreciation ► 40,643.				
15	Other assets (describe ► ARTWORK)		92,876.	120,005.	120,195.
16	Total assets (to be completed by all filers)		7,708,187.	7,647,974.	7,848,866.
Liabilities	17	Accounts payable and accrued expenses	2,145.	1,298.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	2,145.	1,298.	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	29	Capital stock, trust principal, or current funds	0.	0.	
	30	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	31	Retained earnings, accumulated income, endowment, or other funds	7,706,042.	7,646,676.	
	32	Total net assets or fund balances	7,706,042.	7,646,676.	
	33	Total liabilities and net assets/fund balances	7,708,187.	7,647,974.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,706,042.
2	Enter amount from Part I, line 27a	2	-59,192.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	7,646,850.
5	Decreases not included in line 2 (itemize) ► UNKNOWN DIFFERENCE	5	174.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,646,676.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e 2,849,933.	3,408.	2,761,212.			92,129.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					92,129.
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	92,129.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	337,150.	7,989,747.	.042198
2010	444,753.	7,985,287.	.055697
2009	687,517.	7,518,233.	.091447
2008	802,669.	8,975,143.	.089432
2007	750,074.	10,345,667.	.072501

2 Total of line 1, column (d)

2 **.351275**

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 **.070255**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 **7,752,592.**

5 Multiply line 4 by line 3

5 **544,658.**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **1,833.**

7 Add lines 5 and 6

7 **546,491.**

8 Enter qualifying distributions from Part XII, line 4

8 **241,992.**

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.

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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)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 2,710.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 2,000.

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 4,710.

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 1,045.

11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►

11,045.

Refunded ►

11 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c X

c Did the foundation file Form 1120-POL for this year?

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 X

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.

3 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*

4a X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b X

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 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?

7 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 XIV

8b X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

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*

10 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*

10 X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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Part VII-A Statements Regarding Activities (continued)

11		
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► THE ALBERT AND HETE BARTHELMES FNDN Telephone no. ► (918) 392-0906	
Located at ► 401 S. BOSTON, STE 250, TULSA, OK ZIP+4 ► 74103		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A	
16	Yes	No
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?	<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 ►		
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?		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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

Yes No

Yes No

Yes No

Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

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

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

Yes No

6b

X

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?

Yes No

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THERESA M. COLLINS 1256 E. 25TH STREET TULSA, OK 74114	PRES. - DIRECTOR			
	30.00	84,000.	8,389.	869.

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

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

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

►

0

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

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

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

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

► 0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		0.
3		
Total.	Add lines 1 through 3	► 0.

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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	6,109,613.
b Average of monthly cash balances	1b	1,616,275.
c Fair market value of all other assets	1c	144,764.
d Total (add lines 1a, b, and c)	1d	7,870,652.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	7,870,652.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	118,060.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,752,592.
6 Minimum investment return. Enter 5% of line 5	6	387,630.

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	387,630.
2a Tax on investment income for 2012 from Part VI, line 5	2a	3,665.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	3,665.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	383,965.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	383,965.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	383,965.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	241,992.
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the:	3b	
a Suitability test (prior IRS approval required)	4	241,992.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	241,992.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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.

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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				383,965.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	236,644.			
b From 2008	314,991.			
c From 2009	48,299.			
d From 2010				
e From 2011				
f Total of lines 3a through e	599,934.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 241,992.			0.	
a Applied to 2011, but not more than line 2a				
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			241,992.	
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))	141,973.			141,973.
6 Enter the net total of each column as indicated below:	457,961.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	457,961.			
10 Analysis of line 9:				
a Excess from 2008	94,671.			
b Excess from 2009	314,991.			
c Excess from 2010	48,299.			
d Excess from 2011				
e Excess from 2012				

THE ALBERT AND HETE BARTHELMES
FOUNDATION, INC.

Form 990-PF (2012)

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Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED		VARIOUS	SEE ATTACHED	195,150.
Total			► 3a	195,150.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income	
		(a) Business code	(b) Amount		(c) Exclu- sion code
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					
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	211110	67.	15	2,296.	
8 Gain or (loss) from sales of assets other than inventory	900000	658.	18	92,130.	
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)		725.		347,083.	0.
13 Total. Add line 12, columns (b), (d), and (e)					347,808.
(See worksheet in line 13 instructions to verify calculations.)					

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

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

OMB No 1545-0790

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs.)

► See separate instructions.

Attachment
Sequence No 84

Name(s) shown on return

Identifying number

73-1423086

THE ALBERT AND HETE BARTHELMES FOUNDATION

Part I General Information

1 Check boxes that apply: (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 Identify type of pass-through entity:

(a) Partnership (b) S corporation (c) Estate (d) Trust (e) REMIC3 Employer identification number of pass-through entity
61-15211615 Internal Revenue Service Center where pass-through entity filed its return
OGDEN4 Name, address, and ZIP code of pass-through entity
VANGUARD NATURAL RESOURCES, LLC
5847 SAN FELIPE, SUITE 3000
HOUSTON, TX 770576 Tax year of pass-through entity
01/01/12 to 12/31/12
7 Your tax year
01/01/12 to 12/31/12

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
8 ORDINARY BUSINESS INCOME	X		957.00	0.00	957.00
9 INTEREST INCOME	X		2.00	0.00	2.00
10 ROYALTIES	X		67.00	0.00	67.00
11 NET SECTION 1231 GAIN	X		54.00	0.00	54.00

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

ALL ITEMS: THE ALBERT AND HETE BARTHELMES FOUNDATION OWNED UNITS IN ENCORE ENERGY PARTNERS LP IN 2011. THE FOUNDATION SOLD 100% OF ITS OWNERSHIP IN ENCORE ENERGY PARTNERS IN JULY 2011. VANGUARD NATURAL RESOURCES, LLC IS A RESULT OF A MERGER WITH ENCORE ENERGY PARTNERS IN NOVEMBER 2011. THE FOUNDATION DID NOT OWN ANY SHARES OF ENCORE ENERGY PARTNERS AT THE TIME OF THE MERGER THEREFORE THEY DO NOT OWN ANY SHARES IN VANGUARD NATURAL RESOURCES LLC.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

► See separate instructions.

OMB No 1545-0790

Attachment
Sequence No 84

Name(s) shown on return

Identifying number

THE ALBERT AND HETE BARTHELMES FOUNDATION, CONTINUED

73-1423086

Part I General Information

1 Check boxes that apply. (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 Identify type of pass-through entity

(a) Partnership (b) S corporation (c) Estate (d) Trust (e) REMIC3 Employer identification number of pass-through entity
61-15211615 Internal Revenue Service Center where pass-through entity filed its return
OGDEN4 Name, address, and ZIP code of pass-through entity
VANGUARD NATURAL RESOURCES, LLC
5847 SAN FELIPE, SUITE 3000
HOUSTON, TX 770576 Tax year of pass-through entity
01/01/12 to 12/31/12
7 Your tax year
01/01/12 to 12/31/12

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
8 DEDUCTIONS - ROYALTY INCOME	X		7.00	0.00	7.00
9 INTANGIBLE DRILLING COSTS	X		443.00	0.00	443.00
10 COST DEPLETION	X		412.00	0.00	412.00
11 DISTRIBUTIONS	X		1,405.00	0.00	1,405.00

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

SEE PREVIOUS PAGE

The Albert and Hete Barthelmes Fdn, Inc
General Ledger

For the Period From Jan 1, 2012 to Dec 31, 2012
 Filer Criteria includes 1) IDs from 603100-00-00 to 603100-00-00 Report order is by ID Rep

Account Description	Date	Ck#	Paid To	Amt Paid	Purpose
Charitable contributions	1/1/12	3561	Oklahoma Center for Nonprofits 1145 S Utica, Suite 1100, Tulsa, OK 74104	5,000.00	Final payment on 2 year commitment
Charitable contributions	1/4/12	3545	German American Society Arts A 1429 Terrace Drive, Tulsa, OK 74104	1,000.00	General Operating
Charitable contributions	1/19/12	3551	Clarehouse, Inc 7617 S Mingo Road, Tulsa, OK 74133	10,000.00	General Operating
Charitable contributions	1/19/12	3552	RSVP Tulsa 5756 E 31st St, Tulsa, OK 74135	2,000.00	General Operating
Charitable contributions	1/19/12	3553	Tulsa Ballet Theatre 4512 S Peoria Ave, Tulsa, OK 74105	25,000.00	General Operating
Charitable contributions	1/19/12	3554	Tulsa Opera 1610 S. Boulder Ave., Tulsa, OK 74120	25,000.00	General Operating
Charitable contributions	1/19/12	3555	Tulsa Youth Symphony 1409 S Elwood Ave., Tulsa, OK 74119	16,000.00	General Operating
Charitable contributions	2/9/12	3569	Tulsa Camera 2210 S Main Street, Tulsa, OK 74114	1,000.00	Concert sponsorship
Charitable contributions	2/13/12	3571	Will Rogers Heritage, Inc P O Box 157, Claremore, OK 74018-0157	4,000.00	Support for consulting services
Charitable contributions	2/27/12	3575	Life Senior Services 5950 East 31st Street, Tulsa, OK 74135	5,000.00	Puttin' on the Dog
Charitable contributions	3/23/12	3590	OSU Foundation 700 N Greenwood Ave, Tulsa, OK 74106	5,000.00	Support for Tulsa Reads
Charitable contributions	3/23/12	3591	Oklahoma Arts Institute 2600 Van Buren, Suite 2606, Norman, OK 73072	10,000.00	Scholarship support for Tulsa area students
Charitable contributions	4/3/12	3599	Philbrook Museum of Art 2727 S Rockford Rd, Tulsa, OK 74152-0510	9,400.00	Fund-A-Need 2012
Charitable contributions	4/3/12	3600	Brady Craft Alliance 7030 South Yale Avenue, Ste. 600, Tulsa, OK 74136	5,000.00	1st Payment of a 3 year \$15,000 pledge
Charitable contributions	4/25/12	3606	Living Arts of Tulsa 307 E Brady Street, Tulsa, OK 74120	2,000.00	New Genre Festival
Charitable contributions	5/10/12	3615	Will Rogers Heritage, Inc P O Box 157, Claremore, OK 74018-0157	4,000.00	Support for Consultant

The Albert and Hete Barthelmes Fdn, Inc
General Ledger

For the Period From Jan 1, 2012 to Dec 31, 2012
 Filter Criteria includes 1) IDs from 603100-00-00 to 603100-00-00 Report order is by ID Rep

Account Description	Date	Ck#	Paid To	Amt Paid	Purpose
Charitable contributions	6/1/12	3624	Tulsa Symphony Orchestra 111 E 1st, Tulsa, OK 74103	25,000.00	2012 - 13 Symphony at Sunset / TSO to Go"
Charitable contributions	6/10/12	3629	Clarehouse, Inc 7617 S Mingo Road, Tulsa, OK 74133	5,000.00	2012 Raising Cain fundraiser
Charitable contributions	7/9/12	3641	Will Rogers Heritage, Inc P.O. Box 157, Claremore, OK 74018-0157	200.00	On site CPA assistance
Charitable contributions	8/7/12	3659	Arts & Humanities Council of T - Arts Education Programs 2210 S. Main Street, Tulsa, OK 74114	10,000.00	Arts Education Programs
Charitable contributions	8/7/12	3660	Alzheimers Association OK & AR 6465 S Yale, Suite 312, Tulsa, OK 74136	5,000.00	2012 general operating
Charitable contributions	8/7/12	3661	Folds of Honor Foundation 7030 S. Yale, Ste 600, Tulsa, OK 74136	10,000.00	3rd of 4 year pledge for scholarship support
Charitable contributions	10/10/12	3689	Clarehouse, Inc 7617 S Mingo Road, Tulsa, OK 74133	5,000.00	Fund-A-Need Challenge Grant
Charitable contributions	11/19/12	3705	Metropolitan Opera Nat'l Audit 3800 W. 71st St., #1201, Tulsa, OK 74132	750.00	2012 General Operating
Charitable contributions	12/19/12	3723	Tulsa Camerata 2210 S Main Street, Tulsa, OK 74114	4,800.00	Holiday Concert Giving - 2x1 matching grant
			Ending Balance		
			12/31/12		

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 SECURITIES LITIGATION	P		
b CREDIT SUISSE - MAIN	P	VARIOUS	VARIOUS
c CREDIT SUISSE - SCOTT & STRINGFELLOW	P	VARIOUS	VARIOUS
d CS - TACTICAL GROWTH	P	VARIOUS	VARIOUS
e CS - SCHAGER CULLEN	P	VARIOUS	VARIOUS
f WF - FUND CHOICE	P	VARIOUS	VARIOUS
g DELL LAPTOP	P	11/05/07	02/29/12
h COMPUTER	P	03/21/08	02/29/12
i FIDELITY - TEXAN ENERGY	P	VARIOUS	VARIOUS
j FIDELITY - TEXAN CAPITAL CORE	P	VARIOUS	VARIOUS
k WELLS FARGO - MAIN	P	VARIOUS	VARIOUS
l CS - DOLLAR SENIOR LOAN OFFSHORE FUND	P	05/27/09	09/30/12
m CS - SEER CAPITAL TALF OPPORTUNITY FUND	P	08/28/09	VARIOUS
n GAIN ADJUSTMENT-LEGACY RESERVE FUND	P	01/25/12	03/07/12
o GAIN ADJUSTMENT-LEGACY RESERVE FUND	P	01/25/12	03/07/12

(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 17.			17.
b 51,921.		53,377.	-1,456.
c 145,775.		117,631.	28,144.
d 86,842.		81,150.	5,692.
e 35,659.		52,614.	-16,955.
f 969,507.		941,113.	28,394.
g 2,012.		2,237.	-225.
h 1,396.		1,995.	-599.
i 93,359.		87,295.	6,064.
j 12,336.		12,903.	-567.
k 516,534.		520,353.	-3,819.
l 301,562.		302,550.	-988.
m 570,060.		595,306.	-25,246.
n 139.		139.	0.
o 48.		48.	0.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			17.
b			-1,456.
c			28,144.
d			5,692.
e			-16,955.
f			28,394.
g			-225.
h			-599.
i			6,064.
j			-567.
k			-3,819.
l			-988.
m			-25,246.
n			0.
o			0.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 }

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 LOSS ADJUSTMENT ON SALE OF ASSETS			P	VARIOUS	02/29/12
b PRESCOTT GROUP AGGRESSIVE SMALL CAP K-1			P		
c PRESCOTT GROUP AGGRESSIVE SMALL CAP K-1			P		
d CAPITAL GAINS DIVIDENDS					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	141.			141.	
b			11,476.	-11,476.	
c			-18,975.	18,975.	
d	66,033.			66,033.	
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				141.	
b				-11,476.	
c				18,975.	
d				66,033.	
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }				2	92,129.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 } 3				3	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED				
SECURITIES LITIGATION					
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	17.	0.	0.	0.	17.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	VARIOUS	VARIOUS			
CREDIT SUISSE - MAIN					
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	51,921.	53,458.	0.	0.	-1,537.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	VARIOUS	VARIOUS			
CREDIT SUISSE - SCOTT & STRINGFELLOW					
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	145,775.	117,631.	0.	0.	28,144.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
CS - TACTICAL GROWTH		VARIOUS		VARIOUS			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
86,842.	81,150.	0.	0.	5,692.			

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
CS - SCHAGER CULLEN		VARIOUS		VARIOUS			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
35,659.	52,614.	0.	0.	-16,955.			

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
WF - FUND CHOICE		VARIOUS		VARIOUS			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
969,507.	941,113.	0.	0.	28,394.			

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
DELL LAPTOP		PURCHASED		11/05/07		02/29/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
0.	2,237.	0.	2,012.	-225.			

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED				
COMPUTER				03/21/08	02/29/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	1,995.	0.	1,396.	-599.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	VARIOUS				
FIDELITY - TEXAN ENERGY					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
93,359.	87,295.	0.	0.	6,064.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	VARIOUS				
FIDELITY - TEXAN CAPITAL CORE					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
12,336.	12,903.	0.	0.	-567.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	VARIOUS				
WELLS FARGO - MAIN					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
516,534.	520,353.	0.	0.	-3,819.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CS -DOLLAR SENIOR LOAN OFFSHORE FUND		PURCHASED	05/27/09	09/30/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
301,562.	302,550.	0.	0.	-988.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CS - SEER CAPITAL TALF OPPORTUNITY FUND		PURCHASED	08/28/09	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
570,060.	595,306.	0.	0.	-25,246.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAIN ADJUSTMENT-LEGACY RESERVE FUND			01/25/12	03/07/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
139.	0.	0.	0.	139.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAIN ADJUSTMENT-LEGACY RESERVE FUND			01/25/12	03/07/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48.	0.	0.	0.	48.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LOSS ADJUSTMENT ON SALE OF ASSETS		PURCHASED	VARIOUS	02/29/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
141.	0.	0.	0.	141.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRESCOTT GROUP AGGRESSIVE SMALL CAP K-1		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	11,476.	0.	0.	-11,476.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRESCOTT GROUP AGGRESSIVE SMALL CAP K-1		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-19,528.	0.	0.	19,528.

CAPITAL GAINS DIVIDENDS FROM PART IV		66,033.
--------------------------------------	--	---------

TOTAL TO FORM 990-PF, PART I, LINE 6A		92,788.
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FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	AMOUNT
CREDIT SUISSE MAIN	9,955.
CREDIT SUISSE MAIN - OID	53.
CREDIT SUISSE MAIN - PURCHASED INTEREST	-463.
CREDIT SUISSE MAIN - PURCHASED INTEREST	-2,237.
CREDIT SUISSE TACTICAL GROWTH	20.
PRESCOTT GROUP AGGRESSIVE SMALL CAP LP	1,602.

THE ALBERT AND HETE BARTHELMES FOUNDATIO

73-1423086

TEXAS CAPITAL CORE	11.
TEXAS CAPITAL ENERGY	7.
WELLS FARGO FUND CHOICE	27.
WELLS FARGO MAIN	75,277.
WELLS FARGO MAIN-PURCHASED INT	-33.
WELLS FARGO REMIC	29,656.

TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A

113,875.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CREDIT SUISSE MAIN	1,140.	0.	1,140.
CREDIT SUISSE SCHAFER CULLEN	16,222.	0.	16,222.
CREDIT SUISSE STRINGFELLOW	13,847.	0.	13,847.
CREDIT SUISSE TACTICAL GROWTH	12,249.	91.	12,158.
CS DOLLAR SENIOR LOAN	16,004.	2,561.	13,443.
PRESCOTT GROUP AGGRESSIVE	1,294.	0.	1,294.
SEER TALF	89,649.	62,933.	26,716.
SPINNAKER TRUST	32.	0.	32.
TEXAS CAPITAL CORE	4,685.	374.	4,311.
TEXAS CAPITAL ENERGY	3,137.	0.	3,137.
WELLS FARGO FUND CHOICE	10,798.	74.	10,724.
WELLS FARGO MAIN	35,758.	0.	35,758.
TOTAL TO FM 990-PF, PART I, LN 4	204,815.	66,033.	138,782.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CS TACTICAL GROWTH & INCOME -			
ROYALTY INCOME	1,147.	1,147.	
LEGACY RESERVES LP K-1 - ORDINARY			
INCOME	67.	0.	
REMIC INCOME TAXED IN PY	1,149.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,363.	1,147.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	ACCOUNTING	5,705.	5,705.	
TO FORM 990-PF, PG 1, LN 16B	5,705.	5,705.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	BROKER FEES	25,406.	25,406.	
TO FORM 990-PF, PG 1, LN 16C	25,406.	25,406.		0.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	FOREIGN TAXES	3,240.	3,240.	
FICA TAX	8,923.	3,569.		5,354.
SUI TAX	149.	60.		89.
TAXES- SEVERANCE	36.	36.		0.
EXCISE TAX	1,976.	0.		0.
TO FORM 990-PF, PG 1, LN 18	14,324.	6,905.		5,443.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	1,706.	1,260.		446.
INSURANCE-LIABILITY	5,112.	3,962.		1,150.
OFFICE EXPENSE	5,009.	5,009.		0.
PARKING	2,794.	2,794.		0.
POSTAGE	86.	43.		43.
TELEPHONE	2,212.	2,212.		0.
REPAIRS	2,313.	2,313.		0.
STORAGE	1,650.	1,650.		0.
PENALTIES	12.	0.		0.
ROYALTY ADM EXP	19.	19.		0.
BANK FEES	106.	74.		32.
MISCELLANEOUS EXPENSES	1.	1.		0.
TO FORM 990-PF, PG 1, LN 23	21,020.	19,337.		1,671.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS	COST	372,842.	409,704.
STOCKS, BONDS, MUTUAL FUNDS	COST	4,816,178.	4,980,472.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,189,020.	5,390,176.

ASSET DEPRECIATION REPORT
Barthelmes Foundation Dec. 31, 2012

Sorted ASSET A/C#
 Method 1-BOOK-Std Conv Applied
 Range 1601000000 - 1800000000
 Include All assets

Date Acq	Description					Inv Credit	Cost	Valuation	Depr Basis	Current Depr	Beg A/Depr	Selling Price		
Date Sold	Meth	- Conv	- Life	- ITC	- Stat	- New	- Listed	Depr Year	Net Book Val	Salvage Value	Bus Percent	Current Bonus	End A/Depr	Gain/Loss
ASSET A/C#: 1601000000 - ARTWORK														
04/01/00	Art print-framed cello scroll						253 00	0 00	0 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			13	253 00	0 00	100 00	0 00	0 00		
02/26/01	Yunessi painting-musical still life acrylic/paper						4,876 40	6,500 00	4,876 40	0 00	0 00	0 00		
	SoBo Fine Art, Ck #1447, ck #1495						4,876 40	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			12							
02/26/01	E Collins painting-Spanish landscape w/deluxe fra						2,030 29	0 00	0 00	0 00	0 00	0 00		
	SoBo Fine Art, Ck #1447, ck #1495						2,030 29	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			12							
03/08/01	Joe Andoe Oil on Canvas-landscape "Lake with Tree"						12,086 70	0 00	0 00	0 00	0 00	0 00		
	R S Fine Art, Ck #1477						12,086 70	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			12							
05/22/01	Framing for Andoe painting-Landscape						345 33	0 00	0 00	0 00	0 00	0 00		
	Chelsea Gallery, Ck #1569						345 33	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			12							
06/21/01	David Curles Original music artwork engraving						307 56	0 00	0 00	0 00	0 00	0 00		
	VISA corporate card, Ck #1613						307 56	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			12							
12/01/03	R Takahashi polychromed silkscreen #22 & frame						1,979 14	0 00	0 00	0 00	0 00	0 00		
	Contributed by T Collins, frame ck #2896 Chelsea						1,979 14	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			10							
12/01/03	R Takahashi polychromed silkscreen #21-B & frame						1,979 15	0 00	0 00	0 00	0 00	0 00		
	Contributed by T Collins, frame ck #2896 Chelsea						1,979 15	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			10							
10/14/04	Patent frame for A Barthelmes						325 55	0 00	0 00	0 00	0 00	0 00		
	Chelsea Gallery Limited, ck #1046						325 55	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			9							
10/25/04	Frame for cello scroll print						52 90	0 00	0 00	0 00	0 00	0 00		
	Ziegler's, ck #1052						52 90	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			9							
06/16/05	Jeanie Gooden, 72 X 48, MM Bibs Peachy Town						4,123 65	6,500 00	4,123 65	0 00	0 00	0 00		
	M A Doran Gallery, VS 06162005						4,123 65	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			8							
07/27/05	Roung Rock Cliff-Optical Lead Crystal 15x14x5						15,192 38	18,500 00	15,192 38	0 00	0 00	0 00		
	M A Doran Gallery, by Kreg Kallenberger, #2139						15,192 38	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			8							
09/24/05	Framing of J Gooden						732 51	0 00	0 00	0 00	0 00	0 00		
	Chelsea Gallery Limited, #2184						732 51	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			8							
10/19/05	Table Art - Bronze Free Form						285 00	0 00	0 00	0 00	0 00	0 00		
	Elements, VS10192005a						285 00	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			8							
01/09/06	36x48 Abstract Oil on canvas for lobby						1,953 30	0 00	1,953 30	0 00	0 00	0 00		
	Emery Crain, ck #2257						1,953 30	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			7							
01/09/06	36x36 Ritchens Landscape Oil on canvas for lobby						1,573 50	0 00	1,573 50	0 00	0 00	0 00		
	Emery Crain, ck #2257						1,573 50	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			7							
01/09/06	2 24x24 Cantos Series by Allen Hayes Mixed Media						1,627 75	0 00	1,627 75	0 00	0 00	0 00		
	Emery Crain, ck #2257 For Lobby						1,627 75	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			7							
02/21/07	Persian Rug - lobby						6,489 00	0 00	6,489 00	0 00	0 00	0 00		
	Ahmady's Persian Rugs, #2509						6,489 00	0 00	100 00	0 00	0 00	0 00		
	NONE HY 99 00 Omit	Active	New	Not Listed			6							

ASSET DEPRECIATION REPORT
 Barthelmes Foundation Dec. 31, 2012

Sorted ASSET A/C# Range 1601000000 - 1800000000
 Method 1-BOOK-Std Conv Applied Include All assets

Date Acq Date Sold	Description Meth - Conv - Life - ITC - Stat - New - Listed	Inv Credit Depr Year	Cost Net Book Val	Valuation Salvage Value	Depr Basis Bus Percent	Current Depr Current Bonus	Beg A/Depr End A/Depr	Selling Price Gain/Loss
ASSET A/C#: 1601000000 - ARTWORK								
02/26/07	Persian Rug - office TC/Marni desk Ahmady's Persian Rugs, #2511 NONE HY 99 00 Omit Active New Not Listed	6	1,459 00 1,459 00	0 00 0 00	1,459 00 100 00	0 00 0 00	0 00 0 00	0 00 0 00
03/03/07	28x84 mixed media painting-The Tribe of Us-JGooden M A Doran Gallery, VS03032007 NONE HY 99 00 Omit Active New Not Listed	6	3,255 51 3,255 51	5,150 00 0 00	3,255 51 100 00	0 00 0 00	0 00 0 00	0 00 0 00
07/02/07	Frame-2 paintings by Alien Hayes(purchased 1/9/06) Chelsea Gallery Limited, #2581 NONE HY 99 00 Omit Active New Not Listed	6	1,193 69 1,193 69	0 00 0 00	1,193 69 100 00	0 00 0 00	0 00 0 00	0 00 0 00
07/02/07	Frame-The Tribe of Us-JGooden M A Doran Gallery, ck #2580 NONE HY 99 00 Omit Active New Not Listed	6	705 36 705 36	0 00 0 00	705 36 100 00	0 00 0 00	0 00 0 00	0 00 0 00
07/27/07	Framing-German drawings Chelsea Gallery Limited, #2594 NONE HY 99 00 Omit Active New Not Listed	6	362 45 362 45	0 00 0 00	362 45 100 00	0 00 0 00	0 00 0 00	0 00 0 00
09/01/07	Persian Rugs - office Ahmady's Persian Rugs, #2633 NONE HY 99 00 Omit Active New Not Listed	6	22,224 00 22,224 00	0 00 0 00	22,224 00 100 00	0 00 0 00	0 00 0 00	0 00 0 00
03/10/08	Bowl-Cocobolo Wood titled Vundumtki by Ron Fleming M A Doran Gallery, ck #2728 NONE HY 99 00 Omit Active New Not Listed	5	4,340 68 4,340 68	4,500 00 0 00	4,340 68 100 00	0 00 0 00	0 00 0 00	0 00 0 00
06/17/09	Mixed Media on Cavas - Chamomile And Citrus M A Doran Gallery, ck #3004 NONE HY 99 00 Omit Active New Not Listed	4	1,844 79 1,844 79	0 00 0 00	1,844 79 100 00	0 00 0 00	0 00 0 00	0 00 0 00
09/01/09	Camomile Citrus Frame-Black Floater-jumbo Stretchr Chelsea Gallery Limited, ck #3051 NONE HY 99 00 Omit Active New Not Listed	4	434 07 434 07	0 00 0 00	434 07 100 00	0 00 0 00	0 00 0 00	0 00 0 00
11/11/09	American Art in Miniature 2009 - #023 Gilcrease Museum, ck #3089 NONE HY 99 00 Omit Active New Not Listed	4	352 68 352 68	0 00 0 00	352 68 100 00	0 00 0 00	0 00 0 00	0 00 0 00
05/12/11	'Sunny' Oil on canvas, yellow songbird Art On Broadway, VS05122011 NONE HY 99 00 Omit Active New Not Listed	2	490 57 490 57	0 00 0 00	490 57 100 00	0 00 0 00	0 00 0 00	0 00 0 00
10/04/12 (A)	Optic Lead Glass 'Cimarron Palisades' M A Doran Gallery, ck #3687 NONE HY 99 00 Omit Active New Not Listed	1	27,129 25 27,129 25	0 00 0 00	27,129 25 100 00	0 00 0 00	0 00 0 00	0 00 0 00
Totals for ASSET A/C#: 1601000000			120,005 16 120,005 16	41,150 00 0 00	99,628 03 0 00	0 00 0 00	0 00 0 00	0 00 0 00

Summary For: 1601000000	Cost	Section 179	+	Accum. Depr.	=	Total
Beginning Balances (29 assets)	92,875 91		0 00	0 00		0 00
+ Additions (A) (1 assets)	27,129 25	Curr Depr	0 00	0 00		0 00
Subtotals	120,005 16		0 00	0 00		0 00
- Disposals (D) and Trades (T) (0 assets)	0 00		0 00	0 00		0 00
Ending Balances (30 assets)	120,005 16		0 00	0 00		0 00

ASSET A/C#: 1751000000 - FURNITURE AND FIXTURES						
02/08/01	Tremont chair Norwalk Furniture, ck #1396, ck #1431, ck #1480 SL HY 7 00 Omit Active New Not Listed	12	1,292 30 0 00	0 00 100 00	1,292 30 0 00	1,292 30 1,292 30
02/12/01	Bossa Nova Sofa by Lane Norwalk Furniture, ck #1397, ck #1433 SL HY 7 00 Omit Active New Not Listed	12	329 93 0 00	0 00 100 00	0 00 0 00	329 93 329 93
04/05/01	Office desk w/glass top (Terri's office) KWP Trust, ck #1506, Jim McDonald, ck #1642 SL HY 7 00 Omit Active New Not Listed	12	595 00 0 00	0 00 100 00	0 00 0 00	595 00 595 00

ASSET DEPRECIATION REPORT
Barthelmes Foundation Dec. 31, 2012

Sorted ASSET A/C#
 Method 1-BOOK-Std Conv Applied
 Range 1601000000 - 1800000000
 Include All assets

Date Acq Date Sold	Description Meth - Conv - Life - ITC - Stat - New - Listed	Inv Credit Depr Year	Cost Net Book Val	Valuation Salvage Value	Depr Basis Bus Percent	Current Depr Current Bonus	Beg A/Depr End A/Depr	Selling Price Gain/Loss
ASSET A/C#: 1751000000 - FURNITURE AND FIXTURES								
07/19/01	Decorator Lamp VISA Corp Card, KWC Home Decor, ck #1654 SL HY 7 00 Omit Active New Not Listed	12	100 95 0 00	0 00 0 00	100 95 100 00	0 00 0 00	100 95 100 95	
02/20/02	Chair for Term's office Cash, ck #1984 SL HY 7 00 Omit Active New Not Listed	11	50 00 0 00	0 00 0 00	50 00 100 00	0 00 0 00	50 00 50 00	
05/22/03	File cab-2 drawer lateral-receptionist VSTC030515, Office Depot SL HY 7 00 Omit Active New Not Listed	10	375 78 0 00	0 00 0 00	375 78 100 00	0 00 0 00	375 78 375 78	
09/03/04	Magic Chef Refrigerator ck #1011, Reimb to T Collins SLP FM 7 00 Omit Active New Not Listed	9	150 84 0 00	0 00 0 00	150 84 100 00	0 00 0 00	150 84 150 84	
09/22/04	End table-reception area Beeline ticket #180138, ck #s 1019,1038,1072, 1095 SLP FM 7 00 Omit Active New Not Listed	9	313 61 0 00	0 00 0 00	313 61 100 00	0 00 0 00	313 61 313 61	
09/22/04	2 leather chairs-additional for conference table Beeline ticket #180134, ck #s 1019,1038,1072, 1095 SLP FM 7 00 Omit Active New Not Listed	9	946 27 0 00	0 00 0 00	946 27 100 00	0 00 0 00	946 27 946 27	
09/22/04	2 leather rolling chairs for conference table Beeline ticket #180134, ck #s 1019,1038,1072, 1095 SLP FM 7 00 Omit Active New Not Listed	9	4,149 69 0 00	0 00 0 00	4,149 69 100 00	0 00 0 00	4,149 69 4,149 69	
09/22/04	Conference table Beeline ticket #180134, ck #s 1019,1038,1072, 1095 SLP FM 7 00 Omit Active New Not Listed	9	1,626 67 0 00	0 00 0 00	1,626 67 100 00	0 00 0 00	1,626 67 1,626 67	
09/22/04	Work table-TC office Beeline ticket #180134, ck #s 1019,1038,1072, 1095 SLP FM 7 00 Omit Active New Not Listed	9	390 66 0 00	0 00 0 00	390 66 100 00	0 00 0 00	390 66 390 66	
09/22/04	Love seat-reception area Beeline ticket #180136, ck #s 1019,1038,1072, 1095 SLP FM 7 00 Omit Active New Not Listed	9	964 72 0 00	0 00 0 00	964 72 100 00	0 00 0 00	964 72 964 72	
09/22/04	Desk-receptionist Beeline ticket #180261, ck #s 1019,1038,1072, 1095 SLP FM 7 00 Omit Active New Not Listed	9	797 60 0 00	0 00 0 00	797 60 100 00	0 00 0 00	797 60 797 60	
09/22/04	2 upholstered wooden chairs-TC office Beeline ticket #180135 ck #s 1019,1038,1072, 1095 SLP FM 7 00 Omit Active New Not Listed	9	939 76 0 00	0 00 0 00	939 76 100 00	0 00 0 00	939 76 939 76	
09/22/04	1 upholstered chair-reception area Beeline ticket #180135 ck #s 1019,1038,1072, 1095 SLP FM 7 00 Omit Active New Not Listed	9	606 61 0 00	0 00 0 00	606 61 100 00	0 00 0 00	606 61 606 61	
09/22/04	1 chair-reception desk Beeline ticket #180135 ck #s 1019,1038,1072, 1095 SLP FM 7 00 Omit Active New Not Listed	9	1,048 27 0 00	0 00 0 00	1,048 27 100 00	0 00 0 00	1,048 27 1,048 27	
10/07/04	2-drawer lateral file L & M Office Furniture, VISA, ck #1038 SLP FM 7 00 Omit Active New Not Listed	9	1,493 28 0 00	0 00 0 00	1,493 28 100 00	0 00 0 00	1,493 28 1,493 28	
10/07/04	3-drawer lateral storage unit w/cabinet on top L & M Office Furniture, VISA, ck #1038 SLP FM 7 00 Omit Active New Not Listed	9	3,283 92 0 00	0 00 0 00	3,283 92 100 00	0 00 0 00	3,283 92 3,283 92	
10/13/04	Wood mini blinds for conference room ck #s 1021, 1040 JC Penney SLP FM 7 00 Omit Active New Not Listed	9	318 07 0 00	0 00 0 00	318 07 100 00	0 00 0 00	318 07 318 07	
10/27/04	Glass for conference table and TC desk Robinson Glass, ck #1057 SLP FM 7 00 Omit Active New Not Listed	9	731 75 0 00	0 00 0 00	731 75 100 00	0 00 0 00	731 75 731 75	

ASSET DEPRECIATION REPORT
Barthelmes Foundation Dec. 31, 2012

Sorted ASSET A/C# Range 1601000000 - 1800000000
Method 1-BOOK-Std Conv Applied Include All assets

Date Acq Date Sold	Description Meth - Conv - Life - ITC - Stat - New - Listed	Inv Credit Depr Year	Cost Net Book Val	Valuation Salvage Value	Depr Basis Bus Percent	Current Depr Current Bonus	Beg A/Depr End A/Depr	Selling Price Gain/Loss
ASSET A/C#: 1751000000 - FURNITURE AND FIXTURES								
11/03/04	Cart Pottery Barn, ck #1063 SLP FM 7 00 Omit Active New Not Listed	9	349.00 0.00	0.00 0.00	349.00 100.00	0.00 0.00	349.00 349.00	
11/18/04	Containers for new office plants Tropical Plant Designs, ck #1071 SLP FM 7 00 Omit Active New Not Listed	9	772.63 0.00	0.00 0.00	772.63 100.00	0.00 0.00	772.63 772.63	
01/01/05	Glass top for front office desk Robinson Glass, ck #1119 SLP FM 7 00 Omit Active New Not Listed	8	353.74 0.00	0.00 0.00	353.74 100.00	0.00 0.00	353.74 353.74	
01/14/05	Screen for front office Beeline Furniture, ck #2001 SLP FM 7 00 Omit Active New Not Listed	8	377.64 0.00	0.00 0.00	377.64 100.00	0.00 0.00	377.64 377.64	
01/28/05	Front Door Blinds VS012805,VISA JCPenney, ck1122 SLP FM 7 00 Omit Active New Not Listed	8	261.10 0.00	0.00 0.00	261.10 100.00	0.00 0.00	261.10 261.10	
02/07/05	Spider Back chair for reception area Beeline Furniture, ck#2023 SLP FM 7 00 Omit Active New Not Listed	8	693.42 0.00	0.00 0.00	693.42 100.00	8.42 0.00	685.00 693.42	
08/29/05	Mirror for conference room Beeline Furniture, ck#2162 SLP FM 7 00 Omit Active New Not Listed	8	395.00 0.00	0.00 0.00	395.00 100.00	35.00 0.00	360.00 395.00	
09/28/05	Chair for T Collins desk, MR123AAF serial no Workplace Resource of Tulsa, VS09282005 SLP FM 7 00 Omit Active New Not Listed	8	587.57 0.00	0.00 0.00	587.57 100.00	55.57 0.00	532.00 587.57	
10/13/05	Mirror over reception desk Pottery Barn, VS10132005 SLP FM 7 00 Omit Active New Not Listed	8	246.53 0.00	0.00 0.00	246.53 100.00	27.53 0.00	219.00 246.53	
12/15/05	Mill Creek Lobby Rug (in storage) Mill Creek Carpet and Tile, VS1215200 SLP FM 7 00 Omit Active New Not Listed	8	1,673.88 0.00	0.00 0.00	1,673.88 100.00	219.88 0.00	1,454.00 1,673.88	
01/03/06	Buffet Beeline Furniture, ck #2249,Model #445-81-06 SLP FM 7 00 Omit Active New Not Listed	7	1,511.64 0.00	0.00 0.00	1,511.64 100.00	215.64 0.00	1,296.00 1,511.64	
01/03/06	Mirror Beeline Furniture, ck #2249, Model #445-13-33 SLP FM 7 00 Omit Active New Not Listed	7	319.04 0.00	0.00 0.00	319.04 100.00	43.04 0.00	276.00 319.04	
01/03/06	2 Lamps Beeline Furniture, ck #2249, Model #PT4773 SLP FM 7 00 Omit Active New Not Listed	7	193.16 0.00	0.00 0.00	193.16 100.00	25.16 0.00	168.00 193.16	
05/24/06	Cobra sit/stand tray L&M Furniture, VS05242006 SLP FM 7 00 Omit Active New Not Listed	7	232.51 12.51	0.00 0.00	232.51 100.00	33.00 0.00	187.00 220.00	
06/23/06	2 chairs for the lobby Beeline Furniture, ck #2361 SLP FM 7 00 Omit Active New Not Listed	7	1,582.18 94.18	0.00 0.00	1,582.18 100.00	226.00 0.00	1,262.00 1,488.00	
07/05/06	Kimball Credenza LH PED Espresso L&M Furniture, VS05242006(dep), ck #2371 final pmt SLP FM 7 00 Omit Active New Not Listed	7	1,746.54 121.54	0.00 0.00	1,746.54 100.00	250.00 0.00	1,375.00 1,625.00	
07/12/06	Desk for T Collins L&M Furniture, VS07212006 SLP FM 7 00 Omit Active New Not Listed	7	1,353.95 98.95	0.00 0.00	1,353.95 100.00	193.00 0.00	1,062.00 1,255.00	
08/08/06	Counterpoise Task Table Lamp Bronz Restoration Hardware, VS08082006 SLP FM 7 00 Omit Active New Not Listed	7	591.40 52.40	0.00 0.00	591.40 100.00	84.00 0.00	455.00 539.00	

ASSET DEPRECIATION REPORT
Barthelmes Foundation Dec. 31, 2012

Sorted ASSET A/C# Range 1601000000 - 1800000000
Method 1-BOOK-Std Conv Applied Include All assets

Date Acq	Description					Inv Credit	Cost	Valuation	Depr Basis	Current Depr	Beg A/Depr	Selling Price		
Date Sold	Meth	Conv	Life	ITC	Stat	New	Listed	Depr Year	Net Book Val	Salvage Value	Bus Percent	Current Bonus	End A/Depr	Gain/Loss
ASSET A/C#: 1751000000 - FURNITURE AND FIXTURES														
10/15/12 (A) Floor lamp for reception area Pottery Barn, VS 10 15 2012 SLP FM 7 00 Omit Active New Not Listed							324.47	0.00	324.47	12.00	0.00			
							312.47	0.00	100.00	0.00	12.00			
Totals for ASSET A/C#: 1751000000	(40 assets)						34,071.08	0.00	34,071.08	1,428.24	31,950.79	0.00		
							692.05	0.00		0.00	33,379.03	0.00		
Summary For: 1751000000														
Beginning Balances	(39 assets)						33,746.61	0.00	31,950.79	31,950.79				
+ Additions (A)	(1 assets)						324.47	Curr Depr	0.00	1,428.24	1,428.24			
Subtotals							34,071.08	0.00	33,379.03	33,379.03				
- Disposals (D) and Trades (T)	(0 assets)						0.00	0.00	0.00	0.00	0.00			
Ending Balances	(40 assets)						34,071.08	0.00	33,379.03	33,379.03				
ASSET A/C#: 1752000000 - OFFICE EQUIPMENT														
04/10/02 HP laserjet 4100n printer Computerone, ck #2081 SL HY 5 00 Omit Active New Not Listed							1,790.00	0.00	1,790.00	0.00	1,790.00			
							0.00	0.00	100.00	0.00	1,790.00			
06/12/02 Palm pilot for Terri VISA Corp Card Handspring, ck #2225 SL HY 5 00 Omit Active New Not Listed							242.00	0.00	242.00	0.00	242.00			
							0.00	0.00	100.00	0.00	242.00			
10/06/04 6' SVGA monitor extension cable RCCServices com ck #1035 SLP FM 5 00 Omit Active New Not Listed							92.06	0.00	92.06	0.00	92.06			
							0.00	0.00	100.00	0.00	92.06			
12/07/04 PS/2 10' extension cable & conceal conduit-Bianca RCCServices com ck #1092 SLP FM 5 00 Omit Active New Not Listed							105.08	0.00	105.08	0.00	105.08			
							0.00	0.00	100.00	0.00	105.08			
10/25/07 HP Officejet Pro L7680 Color All in One HP Home & Home Office Store, VS10252007 SLP FM 5 00 Omit Active New Not Listed							390.65	0.00	390.65	58.65	332.00			
							0.00	0.00	100.00	0.00	390.65			
11/05/07 (D) Dell Laptop Dell Financial Services, ck #2649 SLP FM 5 00 Omit Disp New Not Listed							2,237.33	0.00	2,237.33	75.00	2,012.00	0.00		
							150.33	0.00	100.00	0.00	2,087.00	-150.33		
03/21/08 (D) AB computer Dell VS03212008 SLP FM 5 00 Omit Disp New Not Listed							1,994.54	0.00	1,994.54	66.00	1,396.00	0.00		
							532.54	0.00	100.00	0.00	1,462.00	-532.54		
02/15/10 Phone System Newegg com-VS02152010 SLP FM 7 00 Omit Active New Not Listed							144.03	0.00	144.03	21.00	40.00			
							83.03	0.00	100.00	0.00	61.00			
07/07/10 Computer (Arlene) HP 6005 Pro Desktop SLP FM 5 00 Omit Active New Not Listed							620.00	0.00	620.00	124.00	186.00			
							310.00	0.00	100.00	0.00	310.00			
06/01/11 HP Compaq 6005 Pro Micro Tower-server in closet Emstar Solutions, LLC, ck #3426 SLP FM 5 00 Omit Active New Not Listed							579.00	0.00	579.00	116.00	68.00			
							395.00	0.00	100.00	0.00	184.00			
06/01/11 Netgate small business router & VPN appliance Emstar Solutions, LLC, ck #3426 SLP FM 5 00 Omit Active New Not Listed							320.00	0.00	320.00	64.00	37.00			
							219.00	0.00	100.00	0.00	101.00			
02/03/12 (A) HP Omni 27 Quad Desktop PC (Tern) HP Home & Home Office Store, VS020312 SLP FM 5 00 Omit Active New Not Listed							1,409.62	0.00	1,409.62	258.00	0.00			
							1,151.62	0.00	100.00	0.00	258.00			
02/09/12 (A) Lenovo IP U300S 13.3 Ultrabook VS020912 SLP FM 5 00 Omit Active New Not Listed							1,322.81	0.00	1,322.81	243.00	0.00			
							1,079.81	0.00	100.00	0.00	243.00			
							1							

ASSET DEPRECIATION REPORT
 Barthelmes Foundation Dec. 31, 2012

Sorted ASSET A/C#
 Method 1-BOOK-Std Conv Applied

Range 1601000000 - 1800000000
 Include All assets

Date Acq Date Sold	Description Meth - Conv - Life - ITC - Stat - New - Listed	Inv Credit Depr Year	Cost Net Book Val	Valuation Salvage Value	Depr Basis Bus Percent	Current Depr Current Bonus	Beg A/Depr End A/Depr	Selling Price Gain/Loss	
	Totals for ASSET A/C#: 1752000000		11,247 12 3,921 33	0 00 0 00	11,247 12 0 00	1,025 65 0 00	6,300 14 7,325 79	0 00 -682 87	
	Summary For: 1752000000			Cost	Section 179 +	Accum. Depr	=	Total	
	Beginning Balances (11 assets)		8,514 69		0 00	6,300 14		6,300 14	
	+ Additions (A) (2 assets)		2,732 43	Curr Depr	0 00	1,025 65		1,025 65	
	Subtotals		11,247 12		0 00	7,325 79		7,325 79	
	- Disposals (D) and Trades (T) (2 assets)		4,231 87		0 00	3,549 00		3,549 00	
	Ending Balances (13 assets)		7,015 25		0 00	3,776 79		3,776 79	
	ASSET A/C#: 1800000000 - LEASEHOLD IMPROVEMENTS								
12/01/04	Office improvements-drywall, plumbing, electrical Mid-Continent Tower, ck #1086		2,604 51 1,198 51	0 00 0 00	2,604 51 100 00	174 00 0 00	1,232 00 1,406 00		
12/01/04	SLP FM 15 00 Omit Active New Not Listed	9							
12/01/04	Office impr-millwork, painting, marble, carpeting Mid-Continent Tower, ck #1086		2,081 04 0 00	0 00 0 00	2,081 04 100 00	0 00 0 00	2,081 04 2,081 04		
12/01/04	SLP FM 5 00 Omit Active New Not Listed	9							
	Totals for ASSET A/C#: 1800000000		4,685 55	0 00	4,685 55	174 00	3,313 04	0 00	
			1,198 51	0 00		0 00	3,487 04	0 00	
	Summary For: 1800000000			Cost	Section 179 +	Accum. Depr.	=	Total	
	Beginning Balances (2 assets)		4,685 55		0 00	3,313 04		3,313 04	
	+ Additions (A) (0 assets)		0 00	Curr Depr	0 00	174 00		174 00	
	Subtotals		4,685 55		0 00	3,487 04		3,487 04	
	- Disposals (D) and Trades (T) (0 assets)		0 00		0 00	0 00		0 00	
	Ending Balances (2 assets)		4,685 55		0 00	3,487 04		3,487 04	
	Grand totals for all accounts:	(85 assets)	170,008 91	41,150 00	149,631 78	2,627 89	41,563 97	0 00	
			125,817 05	0 00		0 00	44,191 86	-682 87	
	Summary For Grand Totals			Cost	Section 179 +	Accum. Depr.	=	Total	
	Beginning Balances (81 assets)		139,822 76		0 00	41,563 97		41,563 97	
	+ Additions (A) (4 assets)		30,186 15	Curr Depr	0 00	2,627 89		2,627 89	
	Subtotals		170,008 91		0 00	44,191 86		44,191 86	
	- Disposals (D) and Trades (T) (2 assets)		4,231 87		0 00	3,549 00		3,549 00	
	Ending Balances (85 active assets)		165,777 04		0 00	40,642 86		40,642 86	
				Cost	Current Depreciation	Ending Accum. Depr.			
	Depreciable assets: (85 assets, 2 disposed)			165,777 04	2,627 89	40,642 86			
	Amortizable assets: (0 assets, 0 disposed)			0 00	0 00	0 00			
	Codes that may appear next to the date acquired include: A - Addition, D - Disposal, T - Traded, I - Inactive								
	Additional Summary Statistics for Assets:								
		Cost	Current Year Salvage Value	Prior Year Salvage Value	Depreciable Basis	Beginning Accum Depr	Current Depreciation	Ending Accum. Depr.	Net Book Value
	Grand Totals for all assets	170,008 91	0 00	0 00	149,631 78	41,563 97	2,627 89	44,191 86	125,817 05
	Less: Inactive Assets	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00
	Disposed Assets	4,231 87	0 00	0 00	4,231 87	3,408 00	141 00	3,549 00	682 87
	Traded Assets	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00
	Net Totals (Active Assets)	165,777 04	0 00	0 00	145,399 91	38,155 97	2,486 89	40,642 86	125,134 18

ANNUAL JOURNAL ENTRY REPORT
Barthelmes Foundation Dec. 31, 2012

Expense Field [Expense A/C#] Acc/Dep Field [Accum A/C#]
Include Assets With Current Depreciation Only
Method: 1-BOOK-Std Conv Applied * Summary Report *

<u>Journal Entries to Record Annual Depreciation Expense</u>		Debit	Credit
Totals for Depr Exp Acct	6040800000	2,627 89	
			2,627 89
Grand Totals for Annual Depr. Expense and Accum. Depr.		2,627.89	2,627.89

ANNUAL JOURNAL ENTRY REPORT - Disposed Assets
Barthelmes Foundation Dec. 31, 2012

Expense Field [Expense A/C#] Acc/Dep Field. [Accum A/C#]
Include Assets With Current Depreciation Only
Method 1-BOOK-Std Conv Applied * Summary Report *

<u>Journal Entries to Record Annual Disposition of Assets</u>		Debit	Credit
Asset A/C: 1752000000 - OFFICE EQUIPMENT	Accum Depr 179000-00-00	3,549 00	
	Selling Price	0 00	
	Selling Expense	0 00	
	Cost 175200-00-00 (you already booked this line)		4,231 87
	Loss on Disposal	682 87	
	Totals for Asset A/C: 1752000000 - OFFICE	4,231.87	4,231.87
Grand Totals for Disposed Assets	Accum Depr 179000-00-00	3,549 00	
	Selling Price	0 00	
	Selling Expense	0 00	
	Cost 175200-00-00 (you already booked this line)		4,231 87
	Loss on Disposal	682 87	
	Totals:	4,231.87	4,231.87