



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE ALBERT AND HETE BARTHELMES FOUNDATION, INC.		A Employer identification number 73-1423086						
Number and street (or P.O. box number if mail is not delivered to street address) 401 S. BOSTON		B Telephone number (918) 392-0906						
City or town, state, and ZIP code TULSA, OK 74103		C If exemption application is pending, check here <input type="checkbox"/>						
D Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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	D 1. Foreign organizations, check here <input type="checkbox"/>
<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: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,848,866.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____							

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 STMT 5		5,705.	5,705.		0.
c Other professional fees STMT 6		25,406.	25,406.		0.
17 Interest		229.	0.		0.
18 Taxes STMT 7		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 STMT 8		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:					
a Excess of revenue over expenses and disbursements		-59,192.			
b Net investment income (if negative, enter -0-)			183,257.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED DEC 04 2013 Revenue

Operating and Administrative Expenses

196-14

**THE ALBERT AND HETE BARTHELMES
FOUNDATION, INC.**

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
Assets	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.			
	Less: allowance for doubtful accounts ▶	8,261.	3,168.	3,168.
	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			
Liabilities	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.			
	Less accumulated depreciation ▶ 40,643.	5,383.	5,129.	4,675.
	15 Other assets (describe ▶ <u>ARTWORK</u>)	92,876.	120,005.	120,195.
	16 Total assets (to be completed by all filers)	7,708,187.	7,647,974.	7,848,866.
	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	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,706,042.	7,646,676.	
	30 Total net assets or fund balances	7,706,042.	7,646,676.	
	31 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.

**THE ALBERT AND HETE BARTHELMES
FOUNDATION, INC.**

73-1423086

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			92,129.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	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.

**THE ALBERT AND HETE BARTHELMES
FOUNDATION, INC.**

Form 990-PF (2012)

73-1423086 Page 4

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,665.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,665.
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	3,665.
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 <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		
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 <input type="checkbox"/> 1,045. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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
4a 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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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

Form 990-PF (2012)

**THE ALBERT AND HETE BARTHELMES
FOUNDATION, INC.**

73-1423086

Page 5

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>THE ALBERT AND HETE BARTHELMES FNDN</u> Telephone no. ► <u>(918) 392-0906</u> Located at ► <u>401 S. BOSTON, STE 250, TULSA, OK</u> ZIP+4 ► <u>74103</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 ► 15 <u>N/A</u>			
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 ►	16	Yes	No
				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
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 ► <input type="checkbox"/>	1b	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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

**THE ALBERT AND HETE BARTHELMES
FOUNDATION, INC.**

Form 990-PF (2012)

73-1423086

Page 6

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))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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)

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.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

5b

6b

7b

X

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

Form 990-PF (2012)

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."

[illegible]

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.
	All other program-related investments. See instructions.	
3		

Total. Add lines 1 through 3

0.

**THE ALBERT AND HETE BARTHELMES
FOUNDATION, INC.**

Form 990-PF (2012)

73-1423086

Page **8**

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

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.

Form **990-PF** (2012)

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				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	236,644.			
c From 2009	314,991.			
d From 2010	48,299.			
e From 2011				
f Total of lines 3a through e	599,934.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 241,992.				
a Applied to 2011, but not more than line 2a			0.	
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				

Form 990-PF (2012)

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

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

AS PER GRANT GUIDELINES

**THE ALBERT AND HETE BARTHELMES
FOUNDATION, INC.**

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)				
a Paid during the year				
SEE ATTACHED		VARIOUS	SEE ATTACHED	195,150.
Total			▶ 3a	195,150.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **8082**

(Rev. December 2011)

Department of the Treasury
Internal Revenue Service

Name(s) shown on return

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**

THE ALBERT AND HETE BARTHELMES FOUNDATION

Identifying number
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) ☐ REMIC

3 Employer identification number of pass-through entity

61-1521161

5 Internal Revenue Service Center where pass-through entity filed its return
OGDEN

4 Name, address, and ZIP code of pass-through entity

VANGUARD NATURAL RESOURCES, LLC

5847 SAN FELIPE, SUITE 3000

HOUSTON, TX 77057

6 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.

Form **8082**

(Rev. December 2011)

Department of the Treasury
Internal Revenue Service

Name(s) shown on return

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**

THE ALBERT AND HETE BARTHELMES FOUNDATION, CONTINUED

Identifying number
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) ☐ REMIC

3 Employer identification number of pass-through entity

61-1521161

5 Internal Revenue Service Center where pass-through entity filed its return
OGDEN

4 Name, address, and ZIP code of pass-through entity

VANGUARD NATURAL RESOURCES, LLC

5847 SAN FELIPE, SUITE 3000

HOUSTON, TX 77057

6 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

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

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 Camerata 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 Cam 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
	12/31/12		Ending Balance		

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 }

2

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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			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	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECURITIES LITIGATION			PURCHASED		
(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
CREDIT SUISSE - MAIN				VARIOUS	VARIOUS
(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
CREDIT SUISSE - SCOTT & STRINGFELLOW				VARIOUS	VARIOUS
(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	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CS - TACTICAL GROWTH					VARIOUS	VARIOUS
	86,842.	81,150.	0.	0.		5,692.

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

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

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

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

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

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

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CS -DOLLAR SENIOR LOAN OFFSHORE FUND	301,562.	302,550.	0.	0.	-988.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CS - SEER CAPITAL TALF OPPORTUNITY FUND	570,060.	595,306.	0.	0.	-25,246.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GAIN ADJUSTMENT-LEGACY RESERVE FUND	139.	0.	0.	0.	139.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GAIN ADJUSTMENT-LEGACY RESERVE FUND	48.	0.	0.	0.	48.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOSS ADJUSTMENT ON SALE OF ASSETS	141.	0.	0.	0.	141.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PRESCOTT GROUP AGGRESSIVE SMALL CAP K-1	0.	11,476.	0.	0.	-11,476.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PRESCOTT GROUP AGGRESSIVE SMALL CAP K-1	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.

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

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.

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
-------------	--	-----------	---

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
-------------	--------------	-----------	---

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

ASSET DEPRECIATION REPORT
Bartheimes 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#: 1601000000 - ARTWORK								
02/26/07	Persian Rug - office TC/Mami desk		1,459 00	0 00	1,459 00	0 00	0 00	
	Ahmady's Persian Rugs, #2511		1,459 00	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	6						
03/03/07	28x84 mixed media painting-The Tribe of Us-JGooden		3,255 51	5,150 00	3,255 51	0 00	0 00	
	M A Doran Gallery, VS03032007		3,255 51	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	6						
07/02/07	Frame-2 paintings by Allen Hayes(purchased 1/9/06)		1,193 69	0 00	1,193 69	0 00	0 00	
	Chelsea Gallery Limited, #2581		1,193 69	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	6						
07/02/07	Frame-The Tribe of Us-JGooden		705 36	0 00	705 36	0 00	0 00	
	M A Doran Gallery, ck #2580		705 36	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	6						
07/27/07	Framing-German drawings		362 45	0 00	362 45	0 00	0 00	
	Chelsea Gallery Limited, #2594		362 45	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	6						
09/01/07	Persian Rugs - office		22,224 00	0 00	22,224 00	0 00	0 00	
	Ahmady's Persian Rugs, #2633		22,224 00	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	6						
03/10/08	Bowl-Cocobolo Wood titled Vundumtki by Ron Fleming		4,340 68	4,500 00	4,340 68	0 00	0 00	
	M A Doran Gallery, ck #2728		4,340 68	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	5						
06/17/09	Mixed Media on Canvas - Chamomile And Citrus		1,844 79	0 00	1,844 79	0 00	0 00	
	M A Doran Gallery, ck #3004		1,844 79	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	4						
09/01/09	Camomile Citrus Frame-Black Floater-jumbo Stretchr		434 07	0 00	434 07	0 00	0 00	
	Chelsea Gallery Limited, ck #3051		434 07	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	4						
11/11/09	American Art in Miniature 2009 - #023		352 68	0 00	352 68	0 00	0 00	
	Gilcrease Museum, ck #3089		352 68	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	4						
05/12/11	'Sunny' Oil on canvas, yellow songbird		490 57	0 00	490 57	0 00	0 00	
	Art On Broadway, VS05122011		490 57	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	2						
10/04/12 (A)	Optic Lead Glass 'Cimmaron Palisades'		27,129 25	0 00	27,129 25	0 00	0 00	
	M A Doran Gallery, ck #3687		27,129 25	0 00	100 00	0 00	0 00	
	NONE HY 99 00 Omit Active New Not Listed	1						
Totals for ASSET A/C#: 1601000000 (30 assets)			120,005 16	41,150 00	99,628 03	0 00	0 00	0 00
			120,005 16	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		1,292 30	0 00	1,292 30	0 00	1,292 30	
	Norwalk Furniture, ck #1396, ck #1431, ck #1480		0 00	0 00	100 00	0 00	1,292 30	
	SL HY 7 00 Omit Active New Not Listed	12						
02/12/01	Bossa Nova Sofa by Lane		329 93	0 00	329 93	0 00	329 93	
	Norwalk Furniture, ck #1397, ck #1433		0 00	0 00	100 00	0 00	329 93	
	SL HY 7 00 Omit Active New Not Listed	12						
04/05/01	Office desk w/glass top (Terri's office)		595 00	0 00	595 00	0 00	595 00	
	KPW Trust, ck #1506, Jim McDonald, ck #1642		0 00	0 00	100 00	0 00	595 00	
	SL HY 7 00 Omit Active New Not Listed	12						

ASSET DEPRECIATION REPORT
BartheImes 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		100 95	0 00	100 95	0 00	100 95	
	VISA Corp Card, KWC Home Decor, ck #1654		0 00	0 00	100 00	0 00	100 95	
	SL HY 7 00 Omit Active New Not Listed	12						
02/20/02	Chair for Tern's office		50 00	0 00	50 00	0 00	50 00	
	Cash, ck #1984		0 00	0 00	100 00	0 00	50 00	
	SL HY 7 00 Omit Active New Not Listed	11						
05/22/03	File cab-2 drawer lateral-receptionist		375 78	0 00	375 78	0 00	375 78	
	VSTC030515, Office Depot		0 00	0 00	100 00	0 00	375 78	
	SL HY 7 00 Omit Active New Not Listed	10						
09/03/04	Magic Chef Refrgerator		150 84	0 00	150 84	0 00	150 84	
	ck #1011, Reimb to T Collins		0 00	0 00	100 00	0 00	150 84	
	SLP FM 7 00 Omit Active New Not Listed	9						
09/22/04	End table-reception area		313 61	0 00	313 61	0 00	313 61	
	Beeline ticket #180138, ck #s 1019,1038,1072, 1095		0 00	0 00	100 00	0 00	313 61	
	SLP FM 7 00 Omit Active New Not Listed	9						
09/22/04	2 leather chairs-additional for conference table		946 27	0 00	946 27	0 00	946 27	
	Beeline ticket #180134, ck #s 1019,1038,1072, 1095		0 00	0 00	100 00	0 00	946 27	
	SLP FM 7 00 Omit Active New Not Listed	9						
09/22/04	2 leather rolling chairs for conference table		4,149 69	0 00	4,149 69	0 00	4,149 69	
	Beeline ticket #180134, ck #s 1019,1038,1072, 1095		0 00	0 00	100 00	0 00	4,149 69	
	SLP FM 7 00 Omit Active New Not Listed	9						
09/22/04	Conference table		1,626 67	0 00	1,626 67	0 00	1,626 67	
	Beeline ticket #180134, ck #s 1019,1038,1072, 1095		0 00	0 00	100 00	0 00	1,626 67	
	SLP FM 7 00 Omit Active New Not Listed	9						
09/22/04	Work table-TC office		390 66	0 00	390 66	0 00	390 66	
	Beeline ticket #180134, ck #s 1019,1038,1072, 1095		0 00	0 00	100 00	0 00	390 66	
	SLP FM 7 00 Omit Active New Not Listed	9						
09/22/04	Love seat-reception area		964 72	0 00	964 72	0 00	964 72	
	Beeline ticket #180136, ck #s 1019,1038,1072, 1095		0 00	0 00	100 00	0 00	964 72	
	SLP FM 7 00 Omit Active New Not Listed	9						
09/22/04	Desk-receptionist		797 60	0 00	797 60	0 00	797 60	
	Beeline ticket #180261, ck #s 1019,1038,1072, 1095		0 00	0 00	100 00	0 00	797 60	
	SLP FM 7 00 Omit Active New Not Listed	9						
09/22/04	2 upholstered wooden chairs-TC office		939 76	0 00	939 76	0 00	939 76	
	Beeline ticket #180135 ck #s 1019,1038, 1072, 1095		0 00	0 00	100 00	0 00	939 76	
	SLP FM 7 00 Omit Active New Not Listed	9						
09/22/04	1 upholstered chair-reception area		606 61	0 00	606 61	0 00	606 61	
	Beeline ticket #180135 ck #s 1019,1038,1072, 1095		0 00	0 00	100 00	0 00	606 61	
	SLP FM 7 00 Omit Active New Not Listed	9						
09/22/04	1 chair-reception desk		1,048 27	0 00	1,048 27	0 00	1,048 27	
	Beeline ticket #180135 ck #s 1019,1038,1072, 1095		0 00	0 00	100 00	0 00	1,048 27	
	SLP FM 7 00 Omit Active New Not Listed	9						
10/07/04	2-drawer lateral file		1,493 28	0 00	1,493 28	0 00	1,493 28	
	L & M Office Furniture, VISA, ck #1038		0 00	0 00	100 00	0 00	1,493 28	
	SLP FM 7 00 Omit Active New Not Listed	9						
10/07/04	3-drawer lateral storage unit w/cabinet on top		3,283 92	0 00	3,283 92	0 00	3,283 92	
	L & M Office Furniture, VISA, ck #1038		0 00	0 00	100 00	0 00	3,283 92	
	SLP FM 7 00 Omit Active New Not Listed	9						
10/13/04	Wood mini blinds for conference room		318 07	0 00	318 07	0 00	318 07	
	ck #s 1021, 1040 JC Penney		0 00	0 00	100 00	0 00	318 07	
	SLP FM 7 00 Omit Active New Not Listed	9						
10/27/04	Glass for conference table and TC desk		731 75	0 00	731 75	0 00	731 75	
	Robinson Glass, ck #1057		0 00	0 00	100 00	0 00	731 75	
	SLP FM 7 00 Omit Active New Not Listed	9						

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								
11/03/04	Cart		349 00	0 00	349 00	0 00	349 00	
	Pottery Barn, ck #1063		0 00	0 00	100 00	0 00	349 00	
	SLP FM 7 00 Omit Active New Not Listed	9						
11/18/04	Containers for new office plants		772 63	0 00	772 63	0 00	772 63	
	Tropical Plant Designs, ck #1071		0 00	0 00	100 00	0 00	772 63	
	SLP FM 7 00 Omit Active New Not Listed	9						
01/01/05	Glass top for front office desk		353 74	0 00	353 74	0 00	353 74	
	Robinson Glass, ck #1119		0 00	0 00	100 00	0 00	353 74	
	SLP FM 7 00 Omit Active New Not Listed	8						
01/14/05	Screen for front office		377 64	0 00	377 64	0 00	377 64	
	Beeline Furniture, ck #2001		0 00	0 00	100 00	0 00	377 64	
	SLP FM 7 00 Omit Active New Not Listed	8						
01/28/05	Front Door Blinds		261 10	0 00	261 10	0 00	261 10	
	VS012805,VISA JCPenney, ck1122		0 00	0 00	100 00	0 00	261 10	
	SLP FM 7 00 Omit Active New Not Listed	8						
02/07/05	Spider Back chair for reception area		693 42	0 00	693 42	8 42	685 00	
	Beeline Furniture, ck#2023		0 00	0 00	100 00	0 00	693 42	
	SLP FM 7 00 Omit Active New Not Listed	8						
08/29/05	Mirror for conference room		395 00	0 00	395 00	35 00	360 00	
	Beeline Furniture, ck#2162		0 00	0 00	100 00	0 00	395 00	
	SLP FM 7 00 Omit Active New Not Listed	8						
09/28/05	Chair for T Collins desk, MR123AAF serial no		587 57	0 00	587 57	55 57	532 00	
	Workplace Resource of Tulsa, VS09282005		0 00	0 00	100 00	0 00	587 57	
	SLP FM 7 00 Omit Active New Not Listed	8						
10/13/05	Mirror over reception desk		246 53	0 00	246 53	27 53	219 00	
	Pottery Barn, VS10132005		0 00	0 00	100 00	0 00	246 53	
	SLP FM 7 00 Omit Active New Not Listed	8						
12/15/05	Mill Creek Lobby Rug (in storage)		1,673 88	0 00	1,673 88	219 88	1,454 00	
	Mill Creek Carpet and Tile, VS1215200		0 00	0 00	100 00	0 00	1,673 88	
	SLP FM 7 00 Omit Active New Not Listed	8						
01/03/06	Buffet		1,511 64	0 00	1,511.64	215 64	1,296 00	
	Beeline Furniture, ck #2249, Model #445-81-06		0 00	0 00	100 00	0 00	1,511 64	
	SLP FM 7 00 Omit Active New Not Listed	7						
01/03/06	Mirror		319 04	0 00	319 04	43 04	276 00	
	Beeline Furniture, ck #2249, Model #445-13-33		0 00	0 00	100 00	0 00	319 04	
	SLP FM 7 00 Omit Active New Not Listed	7						
01/03/06	2 Lamps		193 16	0 00	193 16	25 16	168 00	
	Beeline Furniture, ck #2249, Model #PT4773		0 00	0 00	100 00	0 00	193 16	
	SLP FM 7 00 Omit Active New Not Listed	7						
05/24/06	Cobra sit/stand tray		232 51	0 00	232 51	33 00	187 00	
	L&M Furniture, VS05242006		12 51	0 00	100 00	0 00	220 00	
	SLP FM 7 00 Omit Active New Not Listed	7						
06/23/06	2 chairs for the lobby		1,582 18	0 00	1,582 18	226 00	1,262 00	
	Beeline Furniture, ck #2361		94 18	0 00	100 00	0 00	1,488 00	
	SLP FM 7 00 Omit Active New Not Listed	7						
07/05/06	Kimball Credenza LH PED Espresso		1,746 54	0 00	1,746 54	250 00	1,375 00	
	L&M Furniture, VS05242006(dep), ck #2371 final pmt		121 54	0 00	100 00	0 00	1,625 00	
	SLP FM 7 00 Omit Active New Not Listed	7						
07/12/06	Desk for T Collins		1,353 95	0 00	1,353 95	193 00	1,062 00	
	L&M Furniture, VS07212006		98 95	0 00	100 00	0 00	1,255 00	
	SLP FM 7 00 Omit Active New Not Listed	7						
08/08/06	Counterpoise Task Table Lamp Bronz		591 40	0 00	591 40	84 00	455 00	
	Restoration Hardware, VS08082006		52 40	0 00	100 00	0 00	539 00	
	SLP FM 7 00 Omit Active New Not Listed	7						

ASSET DEPRECIATION REPORT
Bartheelmes 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

10/15/12 (A)	Floor lamp for reception area		324 47	0 00	324 47	12 00	0 00	
	Pottery Barn, VS 10 15 2012		312 47	0 00	100 00	0 00	12 00	
	SLP FM 7 00 Omit Active New Not Listed	1						
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	Cost	Section 179	+ Accum. Depr.	= Total
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
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		1,790 00	0 00	1,790 00	0 00	1,790 00	
	Computerone, ck #2081		0 00	0 00	100 00	0 00	1,790 00	
	SL HY 5 00 Omit Active New Not Listed	11						
06/12/02	Palm pilot for Terni		242 00	0 00	242 00	0 00	242 00	
	VISA Corp Card Handspring, ck #2225		0 00	0 00	100 00	0 00	242 00	
	SL HY 5 00 Omit Active New Not Listed	11						
10/06/04	6' SVGA monitor extension cable		92 06	0 00	92 06	0 00	92 06	
	RCGServices com ck #1035		0 00	0 00	100 00	0 00	92 06	
	SLP FM 5 00 Omit Active New Not Listed	9						
12/07/04	PS/2 10' extension cable & conceal conduit-Bianca		105 08	0 00	105 08	0 00	105 08	
	RCGServices com ck #1092		0 00	0 00	100 00	0 00	105 08	
	SLP FM 5 00 Omit Active New Not Listed	9						
10/25/07	HP Officejet Pro L7680 Color All in One		390 65	0 00	390 65	58 65	332 00	
	HP Home & Home Office Store, VS10252007		0 00	0.00	100 00	0 00	390 65	
	SLP FM 5 00 Omit Active New Not Listed	6						
11/05/07 (D)	Dell Laptop		2,237 33	0 00	2,237 33	75 00	2,012 00	0 00
02/29/12	Dell Financial Services, ck #2649		150 33	0 00	100 00	0 00	2,087 00	-150 33
	SLP FM 5 00 Omit Disp New Not Listed	6						
03/21/08 (D)	AB computer		1,994 54	0 00	1,994 54	66 00	1,396 00	0 00
02/29/12	Dell VS03212008		532 54	0 00	100 00	0 00	1,462 00	-532 54
	SLP FM 5 00 Omit Disp New Not Listed	5						
02/15/10	Phone System		144 03	0 00	144 03	21 00	40 00	
	Newegg com-VS02152010		83 03	0 00	100 00	0 00	61 00	
	SLP FM 7 00 Omit Active New Not Listed	3						
07/07/10	Computer (Arlene)		620 00	0 00	620 00	124 00	186 00	
	HP 6005 Pro Desktop		310 00	0 00	100 00	0 00	310 00	
	SLP FM 5 00 Omit Active New Not Listed	3						
06/01/11	HP Compaq 6005 Pro Micro Tower-server in closet		579 00	0 00	579 00	116 00	68 00	
	Emstar Solutions, LLC, ck #3426		395 00	0 00	100 00	0 00	184 00	
	SLP FM 5 00 Omit Active New Not Listed	2						
06/01/11	Netgate small business router & VPN appliance		320 00	0 00	320 00	64 00	37 00	
	Emstar Solutions, LLC, ck #3426		219 00	0 00	100 00	0 00	101 00	
	SLP FM 5 00 Omit Active New Not Listed	2						
02/03/12 (A)	HP Omni 27 Quad Desktop PC (Terni)		1,409 62	0.00	1,409 62	258 00	0 00	
	HP Home & Home Office Store, VS020312		1,151 62	0 00	100 00	0 00	258 00	
	SLP FM 5 00 Omit Active New Not Listed	1						
02/09/12 (A)	Lenovo IP U300S 13 3 Ultrabook		1,322 81	0 00	1,322 81	243 00	0 00	
	VS020912		1,079 81	0 00	100 00	0 00	243 00	
	SLP FM 5 00 Omit Active New Not Listed	1						

ASSET DEPRECIATION REPORT
Bartheimes 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 (13 assets)			11,247 12 3,921 33	0 00 0 00	11,247 12	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	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		2,604 51	0 00	2,604 51	174 00	1,232 00	
	Mid-Continent Tower, ck #1086		1,198 51	0 00	100 00	0 00	1,406 00	
	SLP FM 15 00 Omit Active New Not Listed	9						
12/01/04	Office impr-millwork, painting, marble, carpeting		2,081 04	0 00	2,081 04	0 00	2,081 04	
	Mid-Continent Tower, ck #1086		0 00	0 00	100 00	0 00	2,081 04	
	SLP FM 5 00 Omit Active New Not Listed	9						
Totals for ASSET A/C#: 1800000000 (2 assets)			4,685 55 1,198 51	0 00 0 00	4,685 55	174 00 0 00	3,313 04 3,487 04	0 00 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	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 91 125,817 05	41,150 00 0 00	149,631 78	2,627 89 0 00	41,563 97 44,191 86	0 00 -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	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
Bartheimes 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	
	Totals for Accum Depr Acct 1790000000		2,627 89
Grand Totals for Annual Depr. Expense and Accum. Depr.		2,627.89	2,627.89

<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