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

2013

Department of the Treasury
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning _____, 2013, and ending _____

THE BARTHELMES FOUNDATION, INC.
1717 SOUTH CHEYENNE AVENUE
TULSA, OK 74119-4611

A Employer identification number
20-1326155

B Telephone number (see the instructions)
918-592-7996

C If exemption application is pending, check here

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

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

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

G Check all that apply:

<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 foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 8,955,125.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	2,638.	2,638.		
	4 Dividends and interest from securities	293,107.	293,107.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-29,455.			
	b Gross sales price for all assets on line 6a	1,657,015.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)	SEE STATEMENT 1 16,324.				
12 Total. Add lines 1 through 11	282,614.	295,745.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	193,241.	96,621.		96,620.
	14 Other employee salaries and wages	75,091.			44,502.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	5,088.	1,696.		1,696.
	c Other prof fees (attach sch)	54,062.	52,640.		1,145.
	17 Interest	461.	461.		
	18 Taxes (attach schedule (see instrs))	19,164.	8,652.		8,477.
	19 Depreciation (attach sch) and depletion (SEE STATEMENT 5)	5,529.			
	20 Occupancy	755.	189.		566.
	21 Travel, conferences, and meetings	18,344.			18,344.
	22 Printing and publications				
	23 Other expenses (attach schedule)	SEE STATEMENT 6 46,172.	1,644.		28,471.
	24 Total operating and administrative expenses. Add lines 13 through 23	417,907.	161,903.		199,821.
	25 Contributions, gifts, grants paid PART XV	460,486.			460,486.
26 Total expenses and disbursements. Add lines 24 and 25	878,393.	161,903.	0.	660,307.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements.	-595,779.				
b Net investment income (if negative, enter -0-)		133,842.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	13,151.	31,112.	31,112.
	2 Savings and temporary cash investments	168,447.	326,008.	329,008.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	134.		
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	8,652,055.	7,899,934.	8,559,123.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis	161,243.			
Less: accumulated depreciation (attach schedule) SEE STMT 7	125,361.	49,336.	35,882.	
15 Other assets (describe)	2.			
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	8,883,125.	8,292,936.	8,955,125.	
LIABILITIES	17 Accounts payable and accrued expenses	114.	5,560.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	114.	5,560.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	8,883,011.	8,287,376.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	8,883,011.	8,287,376.		
31 Total liabilities and net assets/fund balances (see instructions)	8,883,125.	8,292,936.		

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	8,883,011.
2	Enter amount from Part I, line 27a	2	-595,779.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	144.
4	Add lines 1, 2, and 3	4	8,287,376.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,287,376.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P -- Purchase D -- Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 9			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-29,455.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	[If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	634,714.	8,604,640.	0.073764
2011	635,756.	9,040,050.	0.070327
2010	372,648.	8,697,242.	0.042847
2009	378,357.	7,366,113.	0.051365
2008	531,651.	9,072,753.	0.058599

2 Total of line 1, column (d)	2	0.296902
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.059380
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,699,495.
5 Multiply line 4 by line 3	5	516,576.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,338.
7 Add lines 5 and 6	7	517,914.
8 Enter qualifying distributions from Part XII, line 4	8	660,307.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,338.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,338.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,338.
6	Credits/Payments:		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8	30.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,368.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax.	11	

Part VII A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
2		X
3		X
4 a	X	
4 b	X	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

BAA

Form 990-PF (2013)

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.THEBARTHELMEFOUNDATION.ORG</u>	X		
14	The books are in care of <u>DEBORAH BRIGHT</u> Telephone no. <u>918-592-7996</u> Located at <u>1717 SOUTH CHEYENNE AVENUE TULSA OK</u> ZIP + 4 <u>74119-4611</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	N/A		
16	At any time during calendar year 2013, 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		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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2013 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 2013)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

5 b N/A

6 b X

7 b N/A

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

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

N/A Yes No

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

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

Yes No

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

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

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH L. HULL, III 1717 S. CHEYENNE TULSA, OK 74119	PRESIDENT 30.00	164,177.	0.	29,064.
DR. ANTHONY BROWN OSU, 535 MATH SCIENCE BLDG STILLWATER, OK 74078	DIRECTOR 0.50	0.	0.	0.
JIM HAWKINS 427 S BOSTON, SUITE 915 TULSA, OK 74103	DIRECTOR 0.50	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- -----		
----- -----		
----- -----		
----- -----		
----- -----		
Total number of others receiving over \$50,000 for professional services		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 (see instructions)

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 ----- -----	
All other program-related investments. See instructions. 3 ----- -----	
Total. Add lines 1 through 3	

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1 a	8,695,064.
b	Average of monthly cash balances	1 b	136,911.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	8,831,975.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,831,975.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	132,480.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,699,495.
6	Minimum investment return. Enter 5% of line 5	6	434,975.

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	434,975.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	1,338.
b	Income tax for 2013. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	1,338.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	433,637.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	433,637.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	433,637.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 a	660,307.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	660,307.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	1,338.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	658,969.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				433,637.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008	85,899.			
b From 2009	16,809.			
c From 2010				
d From 2011	187,419.			
e From 2012	252,970.			
f Total of lines 3a through e	543,097.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 660,307.				
a Applied to 2012, 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 2013 distributable amount				433,637.
e Remaining amount distributed out of corpus	226,670.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	769,767.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	85,899.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	683,868.			
10 Analysis of line 9:				
a Excess from 2009	16,809.			
b Excess from 2010				
c Excess from 2011	187,419.			
d Excess from 2012	252,970.			
e Excess from 2013	226,670.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets...					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 10

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 11				
Total ▶ 3 a				460,486.
b Approved for future payment				
Total ▶ 3 b				

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THE BARTHELMES FOUNDATION, INC.

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MUNICIPAL INTEREST	\$ 14.		
NONDIVIDEND DISTRIBUTIONS	16,310.		
TOTAL	<u>\$ 16,324.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX SERVICES	\$ 5,088.	\$ 1,696.		\$ 1,696.
TOTAL	<u>\$ 5,088.</u>	<u>\$ 1,696.</u>	<u>\$ 0.</u>	<u>\$ 1,696.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 51,898.	\$ 51,898.		
PAYROLL PROCESSING	2,164.	742.		\$ 1,145.
TOTAL	<u>\$ 54,062.</u>	<u>\$ 52,640.</u>	<u>\$ 0.</u>	<u>\$ 1,145.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	\$ 3,162.	\$ 3,162.		
PAYROLL TAXES	16,002.	5,490.		\$ 8,477.
TOTAL	<u>\$ 19,164.</u>	<u>\$ 8,652.</u>	<u>\$ 0.</u>	<u>\$ 8,477.</u>

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THE BARTHELMES FOUNDATION, INC.

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STATEMENT 5
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
IQ LLC 9/14/07	2,000	1,537	S/L	0.1429		286	0	0
WEST ELM DALLAS 9/22/07	172	134	S/L	0.1429		25	0	0
WEST ELM DALLAS 9/22/07	722	554	S/L	0.1429		103	0	0
IQ LLC 10/01/07	757	554	S/L	0.1429		108	0	0
WEST ELM DALLAS 10/08/07	722	528	S/L	0.1429		103	0	0
WEST ELM DALLAS 10/08/07	172	128	S/L	0.1429		25	0	0
IQ, LLC 10/10/07	2,002	1,466	S/L	0.1429		286	0	0
IKEA FRISCO 10/19/07	752	548	S/L	0.1429		13	0	0
S. R. HUGHES 10/22/07	400	292	S/L	0.1429		7	0	0
EURWAY FRISO 10/22/07	514	374	S/L	0.1429		9	0	0
FILE CAB & DESK CHAIR-IQ 10/23/07	611	446	S/L	0.1429		11	0	0
LIGHT FIXTURE-SR HUGHES 12/03/07	410	302	S/L	0.1429		7	0	0
CONSERVATORY CARPET 8/22/07	340	48	S/L	0.0256		1	0	0
CUSTOM WOOD FLOORS 9/19/07	1,055	143	S/L	0.0256		1	0	0
SOLAR SHADES 11/02/07	2,952	389	S/L	0.0256		10	0	0
BEVELED COUNTER TOP 12/13/07	330	40	S/L	0.0256		1	0	0
COMP USA-COMPUTER EQUIP 1/08/08	304	286	200DB	0.0576		9	0	0
AKTEC -COMPUTER 5/11/08	1,011	952	200DB	0.0576		29	0	0
IQ, LLC 1/17/08	650	505	200DB	0.0892		29	0	0
IQ, LLC 3/19/08	200	156	200DB	0.0892		9	0	0
IQ, LLC 4/03/08	200	156	200DB	0.0892		9	0	0

MATHIS BROTHERS FURNITURE

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THE BARTHELMES FOUNDATION, INC.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
11/22/09	1,143	742	200DB	0.1004		115	0	0
AMINI'S GALLERIA RUG								
12/03/09	1,736	1,126	200DB	0.1004		22	0	0
APPLE MAC XQ2								
2/11/10	484	371	200DB	0.1101		7	0	0
DEV COORD COMPUTER-MEGAWA								
9/29/10	1,127	782	200DB	0.1224		17	0	0
DEV COORD PRINTER								
9/30/10	152	106	200DB	0.1224		2	0	0
COMPUTER-DEVELOPMENT								
12/20/10	2,469	1,624	200DB	0.1368		42	0	0
ACATRAS DEL MERCADO MONTE								
1/01/10	225	138	200DB	0.1093		25	0	0
FRAMING								
1/21/10	300	185	200DB	0.1093		4	0	0
FRAMING								
3/01/10	217	134	200DB	0.1093		3	0	0
FRAMING								
4/01/10	130	76	200DB	0.1197		2	0	0
COMPUTER DESK-ARIEN								
9/23/10	329	179	200DB	0.1302		43	0	0
COMPUTER-D BRIGHT								
9/08/11	1,199	624	200DB	0.192		115	0	0
REPLACEMENT FRAME								
6/27/11	315	122	200DB	0.1749		28	0	0
HP COLOR PRINTER								
8/15/12	485	97	200DB	0.32		78	0	0
WARHOL PRINT RESTORATION								
8/28/13	750		200DB	0.1429		107	0	0
IMAC COMPUTER								
2/14/13	1,546		200DB	0.2		309	0	0
MICROSOFT OFFICE SOFTWARE								
2/18/13	198		S/L	0.1667		33	0	0
OTTERBOX								
2/20/13	127		200DB	0.2		25	0	0
APPLE								
2/18/13	424		S/L	0.1667		71	0	0
SOFA								
3/16/13	6,670		200DB	0.25		1,668	0	0
LAMP								
3/27/13	92		200DB	0.25		23	0	0
AIR PURIFIER								
3/28/13	300		200DB	0.25		75	0	0
LAMP								

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**STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION**

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
6/23/13	105		200DB	0.1785		19	0	0
SOFA - 907 DETROIT								
7/24/13	467		200DB	0.1071		50	0	0
LIVING ARTS								
8/03/13	418		200DB	0.1071		45	0	0
ANGELA KING GALLERY ART								
9/06/13	4,985		200DB	0.1429		712	0	0
3 MONTAGE ART PIECES								
10/09/13	2,197		200DB	0.1429		314	0	0
APPLE COMPUTER								
10/23/13	1,706		200DB	0.1429		244	0	0
APPLE LAPTOP - JLH								
10/25/13	1,752		200DB	0.1429		250	0	0

**STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	\$ 577.	\$ 45.		\$ 532.
CONTRACT LABOR	4,939.	27.		82.
DUES & FEES	7,029.			4,475.
GIFTS	1,961.			1,961.
INSURANCE - HEALTH	7,460.			2,653.
INSURANCE - LIABILITY	1,216.	608.		608.
MEALS & ENTERTAINMENT	15,463.			11,597.
MILEAGE REIMBURSEMENT	137.			137.
OFFICE EXPENSE	2,885.	289.		2,596.
POSTAGE & DELIVERY	558.	140.		418.
STORAGE FACILITY	1,805.			1,805.
SUPPLIES	1,025.	256.		769.
TELEPHONE/INTERNET	1,117.	279.		838.
TOTAL	\$ 46,172.	\$ 1,644.	\$ 0.	\$ 28,471.

**STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 16,296.	\$ 11,766.	\$ 4,530.	\$ 4,530.
MISCELLANEOUS	144,947.	113,595.	31,352.	31,352.
TOTAL	\$ 161,243.	\$ 125,361.	\$ 35,882.	\$ 35,882.

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THE BARTHELMES FOUNDATION, INC.

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**STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES**

BOOK/TAX DIFFERENCE

TOTAL \$ 144.
\$ 144.

**STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	FIDELITY ACCOUNT #614-621145	PURCHASED	12/02/2004	4/24/2013	1438273.		1653619.	-215,346.				\$-215,346.
2	CAP GAIN DIST FIDELITY ACCOUNT #614-621145	PURCHASED			82,425.		0.	82,425.				82,425.
3	FIDELITY ACCOUNT #649-057240	PURCHASED	4/17/2012	5/02/2013	25,843.		20,716.	5,127.				5,127.
4	CAP GAIN DIST FIDELITY ACCOUNT #649-057240	PURCHASED			4.		0.	4.				4.
5	PRESCOTT GROUP AGGRESSIVE SMALL CAP L.P.	PURCHASED			0.		12,114.	-12,114.				-12,114.
6	PRESCOTT GROUP AGGRESSIVE SMALL CAP L.P.	PURCHASED			65,982.		0.	65,982.				65,982.
7	PRESCOTT GROUP AGGRESSIVE MID CAP L.P.	PURCHASED			3,096.		0.	3,096.				3,096.
8	PRESCOTT GROUP AGGRESSIVE MID CAP L.P.	PURCHASED			39,524.		0.	39,524.				39,524.
9	PRESCOTT GROUP AGGRESSIVE SMALL CAP L.P.	PURCHASED			0.		21.	-21.				-21.
10	PRESCOTT GROUP AGGRESSIVE SMALL CAP L.P.	PURCHASED			1,868.		0.	1,868.				1,868.
											TOTAL \$	<u>-29,455.</u>

**STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:
NAME: BARTHELMES FOUNDATION, INC.
CARE OF:
STREET ADDRESS: 1717 S. CHEYENNE
CITY, STATE, ZIP CODE: TULSA, OK 74119
TELEPHONE: (918) 592-7996
E-MAIL ADDRESS: INFO@THEBARTHELMESFOUNDATION.ORG
FORM AND CONTENT: ANY FORM
SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS: NONE

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STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
BARTHELMES CONSERVATORY, INC. P.O. BOX 1207 TULSA, OK 74119	NONE	EXEMPT	GENERAL SUPPORT	\$ 448,285.
NATIONAL GUILD OF COMMUNITY SCHOOLS 520 EIGHTH AVE., SUITE 302 NEW YORK, NY 10018	NONE	EXEMPT	GENERAL SUPPORT	10,000.
PROJECT CREATES C/O TULSA PUBLIC SCHOOLS 3027 SOUTH NEW HAVEN TULSA, OK 74114	NONE	EXEMPT	GENERAL SUPPORT	1,056.
TULSA SCHOOL OF ARTS AND SCIENCES 3441 E. ARCHER STREET TULSA, OK 74115	NONE	EXEMPT	EDUCATION	1,000.
DRUMRIGHT PUBLIC SCHOOLS FOUNDATION P.O. BOX 888 DRUMRIGHT, OK 74030	NONE	EXEMPT	GENERAL SUPPORT	145.
TOTAL				\$ <u>460,486.</u>