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990-PF

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

OMB No 1545-0052

2014

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Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending

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

Employer identification number 20-1326155 Telephone number 918-592-7996

Check all that apply Initial return Final return Address change

Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

Fair market value of all assets at end of year \$ 8,319,621 Accounting method Cash Accrual Other

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include contributions, interest, dividends, rents, capital gain, other income, salaries, and expenses.

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ADMINISTRATIVE AND OPERATING EXPENSES

25 NE C20

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	31,112.	38,470.	34,470.	
	2	Savings and temporary cash investments	326,008.	448,283.	452,283.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		8,183.	8,183.	
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) STATEMENT 7	6,998,801.	6,292,520.	6,499,686.	
	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) STATEMENT 8	901,133.	922,375.	1,223,878.		
14	Land, buildings, and equipment basis 244,546.					
	Less accumulated depreciation (attach schedule) SEE STMT 9	133,965.	35,882.	110,581.	101,121.	
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item 1)	8,292,936.	7,820,412.	8,319,621.		
LIABILITIES	17	Accounts payable and accrued expenses	5,560.	11,760.		
	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)	5,560.	11,760.		
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. X					
	27	Capital stock, trust principal, or current funds	8,287,376.	7,808,652.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	8,287,376.	7,808,652.		
	31	Total liabilities and net assets/fund balances (see instructions)	8,292,936.	7,820,412.		

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	8,287,376.
2	Enter amount from Part I, line 27a	2	-442,220.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 10	3	1,133.
4	Add lines 1, 2, and 3	4	7,846,289.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 11	5	37,637.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	7,808,652.

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)	
1a SEE STATEMENT 12					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (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	199,290.
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))	
2013	658,969.	8,699,495.	0.075748	
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	
2 Total of line 1 column (d)			2	0.314051
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	0.062810
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4	8,435,672.
5 Multiply line 4 by line 3			5	529,845.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	3,245.
7 Add lines 5 and 6			7	533,090.
8 Enter qualifying distributions from Part XII, line 4			8	721,244.

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	3,245.
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	3,245.
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	3,245.
6	Credits/Payments		
a	2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	1,020.
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	1,020.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	49.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,274.
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 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
<i>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</i>		
1 c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 b If yes, has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) OK		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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.THEBARTHELMESFOUNDATION.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			N/A
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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 2014 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 2014.)	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 2014?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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? Yes No

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	171,490.	0.	26,568.
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.
PHIL HANEY 1437 S. BOULDER AVE W #1050 TULSA, OK 74119	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 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	8,265,596.
b	Average of monthly cash balances	1 b	298,538.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	8,564,134.
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	8,564,134.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	128,462.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,435,672.
6	Minimum investment return. Enter 5% of line 5	6	421,784.

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	421,784.
2a	Tax on investment income for 2014 from Part VI, line 5	2 a	3,245.
b	Income tax for 2014. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	3,245.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	418,539.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	418,539.
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	418,539.

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	721,244.
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	721,244.
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	3,245.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	717,999.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				418,539.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009	16,809.			
b From 2010				
c From 2011	187,419.			
d From 2012	252,970.			
e From 2013	226,670.			
f Total of lines 3a through e	683,868.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 721,244.				
a Applied to 2013, 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 2014 distributable amount				418,539.
e Remaining amount distributed out of corpus	302,705.			
5 Excess distributions carryover applied to 2014 (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	986,573.			
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 2013 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	16,809.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	969,764.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011	187,419.			
c Excess from 2012	252,970.			
d Excess from 2013	226,670.			
e Excess from 2014	302,705.			

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 2014, 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				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b Endowment alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c Support alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 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 address of the person to whom applications should be addressed.

SEE STATEMENT 13

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 <i>Paid during the year</i> SEE STATEMENT 14				
Total				▶ 3 a 528,233.
b <i>Approved for future payment</i>				
Total				▶ 3 b

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THE BARTHELMES FOUNDATION, INC.

20-1326155

10/26/15

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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	\$ 4,665.		
NONDIVIDEND DISTRIBUTIONS	28,053.		
TOTAL	<u>\$ 32,718.</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
TOTAL	<u>\$ 12,174.</u>	<u>\$ 4,058.</u>	<u>\$ 0.</u>	<u>\$ 4,058.</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	\$ 64,926.	\$ 64,926.		
PAYROLL PROCESSING	1,947.	662.		\$ 1,032.
RECRUITING FEES	710.			
TOTAL	<u>\$ 67,583.</u>	<u>\$ 65,588.</u>	<u>\$ 0.</u>	<u>\$ 1,032.</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
FEDERAL TAXES	\$ 2,078.	\$ 2,078.		
FOREIGN TAXES	2,966.	2,966.		
PAYROLL TAXES	17,101.	5,815.		\$ 9,064.
TOTAL	<u>\$ 22,145.</u>	<u>\$ 10,859.</u>	<u>\$ 0.</u>	<u>\$ 9,064.</u>

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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
10/25/13	1,752	250	200DB	0.2449		429	0	0
4 WHITE LEATHER CHAIRS								
4/08/14	8,599		200DB	0.1429		1,229	0	0
FIFTEENTH & HOME								
1/24/14	364		200DB	0.1429		52	0	0
AMIRS RUG - OFFICE								
2/05/14	3,418		200DB	0.1429		488	0	0
CABINET FURNITURE								
3/27/14	3,372		200DB	0.1429		482	0	0
AMIRS RUG - 1717 CHEYENNE								
4/14/14	4,753		200DB	0.1429		679	0	0
TELEPHONE SYSTEM								
1/30/14	7,947		200DB	0.1429		1,136	0	0
AMAZON MARKETPLACE								
2/18/14	214		200DB	0.1429		31	0	0
FRAMES FOR ARTWORK								
3/05/14	383		200DB	0.1429		55	0	0
SMALL TABLE/GOLD BOX								
2/24/14	191		200DB	0.1429		27	0	0
CONFERENCE TABLE & CHAIRS								
6/23/14	6,470		200DB	0.1429		925	0	0
APPLE STORE								
9/02/14	1,193		200DB	0.1429		170	0	0
FRAMES FOR ARTWORK								
11/17/14	1,732		200DB	0.1429		248	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	\$ 437.	\$ 30.		\$ 407.
CONTRACT LABOR	3,998.	88.		265.
DUES & FEES	5,290.			3,386.
GIFTS	2,665.			2,665.
INSURANCE - HEALTH	5,369.			2,846.
INSURANCE - LIABILITY	1,188.	594.		594.
MEALS & ENTERTAINMENT	16,161.			12,121.
MILEAGE REIMBURSEMENT	292.			292.
MISC SERVICE COST	202.	50.		152.
OFFICE EXPENSE	3,854.	385.		3,469.
POSTAGE & DELIVERY	104.	26.		78.
STORAGE FACILITY	497.			497.
SUPPLIES	310.	77.		233.

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THE BARTHELME FOUNDATION, INC.

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE/INTERNET	\$ 519.	\$ 130.		\$ 389.
TOTAL	<u>\$ 40,886.</u>	<u>\$ 1,380.</u>	<u>\$ 0.</u>	<u>\$ 27,394.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	COST	\$ 6,292,520.	\$ 6,499,686.
	TOTAL	<u>\$ 6,292,520.</u>	<u>\$ 6,499,686.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INTERESTS	COST	\$ 922,375.	\$ 1,223,878.
	TOTAL	<u>\$ 922,375.</u>	<u>\$ 1,223,878.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 43,464.	\$ 18,252.	\$ 25,212.	\$ 25,211.
MISCELLANEOUS	201,082.	115,713.	85,369.	75,910.
TOTAL	<u>\$ 244,546.</u>	<u>\$ 133,965.</u>	<u>\$ 110,581.</u>	<u>\$ 101,121.</u>

STATEMENT 10
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

PRIOR PERIOD ADJUSTMENTS.			\$ 1,133.
		TOTAL	<u>\$ 1,133.</u>

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THE BARTHELME FOUNDATION, INC.

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STATEMENT 11
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

BASIS ADJUSTMENTS TO INVESTMENTS

TOTAL \$ 37,637.
\$ 37,637.

STATEMENT 12
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	FIDELITY ACCOUNT #614-621145	PURCHASED	11/06/2014	11/06/2014
2	FIDELITY ACCOUNT #614-621145	PURCHASED	4/25/2012	1/27/2014
3	CAP GAIN DIST FIDELITY ACCOUNT #614-621145	PURCHASED		
4	FIDELITY ACCOUNT #649-057240	PURCHASED	6/29/2012	10/30/2014
5	CAP GAIN DIST FIDELITY ACCOUNT #649-057240	PURCHASED		
6	PRESCOTT GROUP AGGRESSIVE SMALL CAP L.P.	PURCHASED	1/01/2014	12/31/2014
7	PRESCOTT GROUP AGGRESSIVE SMALL CAP L.P.	PURCHASED	1/01/2012	12/31/2014
8	PRESCOTT GROUP AGGRESSIVE MID CAP L.P.	PURCHASED	1/01/2014	12/31/2014
9	PRESCOTT GROUP AGGRESSIVE MID CAP L.P.	PURCHASED	1/01/2012	12/31/2014

ITEM	(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	15.		6.	9.				\$ 9.
2	1656155.		1573763.	82,392.				82,392.
3	103,428.		0.	103,428.				103,428.
4	15,351.		9,327.	6,024.				6,024.
5	6.		0.	6.				6.
6	0.		47,687.	-47,687.				-47,687.
7	49,619.		0.	49,619.				49,619.
8	0.		25,530.	-25,530.				-25,530.
9	31,029.		0.	31,029.				31,029.
								TOTAL \$ 199,290.

STATEMENT 13
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

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

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THE BARTHELMES FOUNDATION, INC.

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STATEMENT 14
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	PC	GENERAL SUPPORT	\$ 511,933.
NATIONAL GUILD OF COMMUNITY SCHOOLS 520 EIGHTH AVE., SUITE 302 NEW YORK, NY 10018	NONE	PC	GENERAL SUPPORT	11,000.
AMERICAN DIABETES ASSOCIATION 6600 S. YALE AVE, SUITE 1310 TULSA, OK 74136	NONE	PC	GENERAL SUPPORT	2,100.
OSU FOUNDATION 400 S. MONROE ST STILLWATER, OK 74074	NONE	PC	MONTGOMERY EXCELLENCE IN RESEARCH AWARD	2,000.
TULSA CHILDREN'S MUSEUM 560 N MAYBELLE AVE TULSA, OK 74127	NONE	PC	GENERAL SUPPORT	500.
TULSA GIRLS ART SCHOOL 2202 E ADMIRAL BLVD TULSA, OK 74110	NONE	PC	GENERAL SUPPORT	200.
TULSA MODERN MOVEMENT 2915 S 106TH EAST AVE TULSA, OK 74129	NONE	PC	GENERAL SUPPORT	500.

TOTAL \$ 528,233.