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Return of Private Foundation

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

OMB No. 1545-0052

► 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.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

THE ALBERT AND HETE BARTHELMES
FOUNDATION, INC.

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

401 S. BOSTON

Room/suite

250

City or town, state or province, country, and ZIP or foreign postal code

TULSA, OK 74103

G Check all that apply:

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

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

► \$ 8,805,294. (Part I, column (d) must be on cash basis.)

A Employer identification number

73-1423086

B Telephone number

(918) 392-0906

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		63,723.	50,183.		STATEMENT 1
4 Dividends and interest from securities		137,744.	137,744.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-34,312.			
b Gross sales price for all assets on line 6a		2,605,241.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
10a RECEIVED					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-2,034.	60.		STATEMENT 3
12 Total. Add lines 1 through 11		165,121.	187,987.		
13 Compensation of officers, directors, trustees, etc		91,000.	63,700.		27,300.
14 Other employee salaries and wages		34,587.	23,450.		11,137.
15 Pension plans, employee benefits		10,190.	10,190.		0.
16a Legal fees					
b Accounting fees	STMT 4	4,000.	4,000.		0.
c Other professional fees	STMT 5	38,423.	38,423.		0.
17 Interest		542.	0.		0.
18 Taxes	STMT 6	17,319.	5,805.		4,853.
19 Depreciation and depletion		1,234.	1,234.		
20 Occupancy		13,474.	13,474.		0.
21 Travel, conferences, and meetings		1,789.	1,789.		0.
22 Printing and publications					
23 Other expenses	STMT 7	25,914.	22,446.		3,380.
24 Total operating and administrative expenses. Add lines 13 through 23		238,472.	184,511.		46,670.
25 Contributions, gifts, grants paid		309,285.			309,285.
26 Total expenses and disbursements. Add lines 24 and 25		547,757.	184,511.		355,955.
27 Subtract line 26 from line 12:		-382,636.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			3,476.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	100.	100.	100.
2	Savings and temporary cash investments	1,346,330.	387,385.	387,385.
3	Accounts receivable ► 375.			
	Less: allowance for doubtful accounts ►	1,855.	375.	375.
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	6,524.	8,524.	8,524.
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock			
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other STMT 8	6,073,953.	6,652,749.	8,252,911.
14	Land, buildings, and equipment: basis ► 47,093.			
	Less accumulated depreciation ► 43,348.	3,658.	3,745.	0.
15	Other assets (describe ► ARTWORK)	155,273.	155,924.	155,999.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,587,693.	7,208,802.	8,805,294.
17	Accounts payable and accrued expenses	1,502.	2,682.	
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)	1,502.	2,682.	
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	7,586,191.	7,206,120.
	30	Total net assets or fund balances	7,586,191.	7,206,120.
31	Total liabilities and net assets/fund balances	7,587,693.	7,208,802.	

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	7,586,191.
2	Enter amount from Part I, line 27a	2	-382,636.
3	Other increases not included in line 2 (itemize) ► <u>UNKNOWN DIFFERENCE</u>	3	2,565.
4	Add lines 1, 2, and 3	4	7,206,120.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,206,120.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
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	2,605,241.		2,639,553.	-34,312.	
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				-34,312.	
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	-34,312.
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))
2013	423,461.	8,060,479.	.052535
2012	241,992.	7,752,592.	.031214
2011	337,150.	7,989,747.	.042198
2010	444,753.	7,985,287.	.055697
2009	687,517.	7,518,233.	.091447
2 Total of line 1, column (d)			2 .273091
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 .054618
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 8,473,125.
5 Multiply line 4 by line 3			5 462,785.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 35.
7 Add lines 5 and 6			7 462,820.
8 Enter qualifying distributions from Part XII, line 4			8 355,955.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

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

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

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

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

6a 6,680.

b Exempt foreign organizations - tax withheld at source

6b _____

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

6c _____

d Backup withholding erroneously withheld

6d _____

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

7 6,680.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8 _____

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9 _____

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 6,610.

11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ►

11 6,610. Refunded ►

Part VII-A Statements Regarding Activities

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

Yes **No**

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

1a

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.

1b

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

1c

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

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2

If "Yes," attach a detailed description of the activities

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*

3

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

4a

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

4b

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

5

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7

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*

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

7

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*

8b

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)? *If "Yes," complete Part XIV*

9

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

10

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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	<input checked="" type="checkbox"/>	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	<input type="checkbox"/>	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>	
Website address ► N/A				
14	The books are in care of ► THE ALBERT AND HETE BARTHELMES FNDN Telephone no. ► (918) 392-0906 Located at ► 401 S. BOSTON, STE 250, TULSA, OK ZIP+4 ► 74103			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<input type="checkbox"/>	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 ►	16	<input checked="" type="checkbox"/>	Yes
			<input type="checkbox"/>	No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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
1b	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"/> Yes	<input checked="" type="checkbox"/> No
1c	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2b	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.)	N/A	
3a	c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3b	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	N/A	
4b		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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)?

N/A



5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes No

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

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

Yes No

6b

X

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?

Yes No

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THERESA M. COLLINS 1256 E. 25TH STREET TULSA, OK 74114	PRES. - DIRECTOR 30.00	91,000.	10,190.	0.

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

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

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



0
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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

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

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

Total number of others receiving over \$50,000 for professional services ► 0

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

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

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
		0.
2		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3 ► 0.

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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 8,050,795.
b	Average of monthly cash balances	1b 353,266.
c	Fair market value of all other assets	1c 198,096.
d	Total (add lines 1a, b, and c)	1d 8,602,157.
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 8,602,157.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 129,032.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 8,473,125.
6	Minimum investment return Enter 5% of line 5	6 423,656.

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	1 423,656.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 70.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 70.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 423,586.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 423,586.
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	7 423,586.

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 355,955.
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	4 355,955.
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	6 355,955.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				423,586.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	314,991.			
b From 2010	48,299.			
c From 2011				
d From 2012				
e From 2013	27,099.			
f Total of lines 3a through e	390,389.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 355,955.			0.	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				355,955.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	67,631.			67,631.
6 Enter the net total of each column as indicated below:	322,758.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.				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	247,360.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	75,398.			
10 Analysis of line 9:				
a Excess from 2010	48,299.			
b Excess from 2011				
c Excess from 2012				
d Excess from 2013	27,099.			
e Excess from 2014				

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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	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	
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	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:

THE ALBERT AND HETE BARTHELMESES FDN; ATTN: ARLENE BEAN, (918)392-0906
401 S. BOSTON, STE 250, TULSA, OK 74103

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

AS PER GRANT GUIDELINES

c Any submission deadlines:

AS PER GRANT GUIDELINES

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

AS PER GRANT GUIDELINES

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Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED		PC	SEE ATTACHED	309,285.
Total				► 3a 309,285.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	63,723.
4 Dividends and interest from securities				14	137,744.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900099		-2,006.	18	-28.
8 Gain or (loss) from sales of assets other than inventory	900000		234.	18	-34,546.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			-1,772.		0.
13 Total. Add line 12, columns (b), (d), and (e)				166,893.	165,121.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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.)
a ATLANTIC FINANCIAL		P	VARIOUS	VARIOUS
b WELLS FARGO MAIN		P	VARIOUS	VARIOUS
c SPINNAKER TRUST		P	VARIOUS	VARIOUS
d PRESCOTT GROUP AGGRESSIVE SMALL CAP LP		P		
e PRESCOTT GROUP AGGRESSIVE SMALL CAP LP		P		
f CAPITAL GAINS DIVIDENDS				
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 2,289,604.		2,364,828.		-75,224.
b 183,907.		183,561.		346.
c 70,570.		57,770.		12,800.
d		33,394.		-33,394.
e 35,519.				35,519.
f 25,641.				25,641.
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) Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
a				-75,224.
b				346.
c				12,800.
d				-33,394.
e				35,519.
f				25,641.
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	-34,312.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MAGELLAN MIDSTREAM	4.	4.	
PRESCOTT GROUP AGGRESSIVE			
SMALL CAP LP	394.	394.	
PURCHASED INT	-60.	-60.	
WELLS FARGO MAIN	63,385.	49,845.	
TOTAL TO PART I, LINE 3	63,723.	50,183.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ATLANTIC FINANCIAL	119,340.	0.	119,340.	119,340.	
ATLANTIC FINANCIAL	4,726.	4,726.	0.	0.	
PRESCOTT GROUP AGGRESSIVE	7,036.	0.	7,036.	7,036.	
SEER CAPITAL					
PARTNERS	20,915.	20,915.	0.	0.	
SPINNAKER TRUST	11,368.	0.	11,368.	11,368.	
TO PART I, LINE 4	163,385.	25,641.	137,744.	137,744.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	60.	60.	
MAGELLAN MIDSTREAM SEC 1231	-88.	0.	
MAGELLAN MIDSTREAM UBTI	-2,006.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-2,034.	60.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,000.	4,000.		0.
TO FORM 990-PF, PG 1, LN 16B	4,000.	4,000.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	38,423.	38,423.		0.
TO FORM 990-PF, PG 1, LN 16C	38,423.	38,423.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	951.	951.		0.
FICA TAX	9,607.	4,804.		4,804.
SUI TAX	99.	50.		49.
EXCISE TAX	6,662.	0.		0.
TO FORM 990-PF, PG 1, LN 18	17,319.	5,805.		4,853.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	4,647.	4,447.		200.
INSURANCE-LIABILITY	5,854.	4,970.		884.
OFFICE EXPENSE	3,467.	3,467.		0.
PARKING	3,423.	3,423.		0.
POSTAGE	182.	163.		19.
TELEPHONE	2,347.	2,347.		0.
REPAIRS	1,656.	1,656.		0.
STORAGE	1,800.	1,800.		0.
BANK FEES	90.	90.		0.
MEALS & ENTERTAINMENT	166.	83.		0.
MEETINGS	2,277.	0.		2,277.
NON DEDUCTIBLE EXPENSE	5.	0.		0.
TO FORM 990-PF, PG 1, LN 23	25,914.	22,446.		3,380.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS	COST	552,289.	546,137.
STOCKS, BONDS, MUTUAL FUNDS	COST	6,100,460.	7,706,774.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,652,749.	8,252,911.

Date	Reference	JrnL	Trans Description	Debit Amt	Purpose
The Albert and Hete Barthelmes Foundation, Inc.					
10/27/14	4081	CDJ	Tulsa Botanic Garden P O Box 707, Tulsa, OK 74101-0707	5,000.00	Perimeter Fench - matching gift
11/10/14	4086	CDJ	Partners For Heroes	2,500.00	Chantable Contributions
12/7/14	4108	CDJ	Iron Gate 501 S Cincinnati, Tulsa, OK 74103	500.00	150 Kids' Packs
12/10/14	4111	CDJ	Goodwill Industries Of Tulsa 2800 Southwest Blvd , Tulsa, OK 74107	500.00	In Honor of Thomas Conrad
12/10/14	4110	CDJ	The Salvation Army 924 S Hudson Ave , Tulsa, OK 74112	500.00	2014 Contribution
12/10/14	4109	CDJ	Tulsa Area American Red Cross P O Box 995, Tulsa, OK 74182-001	500.00	2014 Donation
Various			Various	866.36	out of pocket expenses for support of organization
12/31/14			Ending Balance	309,285.36	

The Albert and Hete Barthelmes Foundation, Inc.

Date	Reference	Jrnl	Trans Description	Debit Amt	Purpose
1/6/14	3933	CDJ	108 Contemporary 108 East Brady Street, Tulsa, OK 74103	10,000.00	General Operating
1/6/14	3927	CDJ	Clarehouse, Inc 7617 S Mingo Road, Tulsa, OK 74133	10,000.00	General Operating
1/6/14	3932	CDJ	Fab Lab Tulsa, Inc 710 S Lewis Ave , Tulsa, OK 74104	5,000.00	Charitable Contributions
1/6/14	3928	CDJ	German American Society Arts A 1429 Terrace Drive, Tulsa, OK 74104	1,000.00	Charitable Contribution
1/6/14	3929	CDJ	Tulsa Ballet Theatre 4512 S Peoria Ave , Tulsa, OK 74105	25,000.00	General Operating
1/6/14	3930	CDJ	Tulsa Opera 1610 S Boulder Ave , Tulsa, OK 74110	25,000.00	General Operating
1/6/14	3931	CDJ	Tulsa Youth Symphony 1409 S Elwood Ave , Tulsa, OK 74103	16,000.00	General Operating
1/21/14	3941	CDJ	Tulsa Arts Management Consorti P O Box 52510, Tulsa, OK 74152-0510	60,000.00	One-half 2014 funding
1/30/14	3947	CDJ	Tulsa Camerata 2210 S Main Street, Tulsa, OK 74114	1,500.00	Concert Sponsorship
2/3/14	3952	CDJ	Living Arts of Tulsa 307 E Brady Street, Tulsa, OK 74120	2,000.00	2014 New Genre Festival
2/3/14	3953	CDJ	Tulsa Girls Art School 2202 East Admiral Blvd , Tulsa, OK 74110	1,500.00	General Operating
4/28/14	3995	CDJ	RSVP Tulsa 5756 E 31st Street, Tulsa, OK 74135	1,000.00	General Operating
4/30/14	3997	CDJ	Philbrook Museum of Art P O Box 52510, Tulsa, OK 74152-0510	10,000.00	Creative Opportunity Fund
4/30/14	3996	CDJ	Tulsa Ballet Theatre 4512 S Peoria Ave , Tulsa, OK 74105	17,719.00	Tessitura implementation
5/28/14	4009	CDJ	Gilcrease Museum 1400 N Gilcrease Museum Rd , Tulsa, OK 74127-2100	2,500.00	Summer Art Camp Scholarships
6/4/14	4011	CDJ	Chamber Music Tulsa 2210 S Main, Tulsa, OK 74114	10,000.00	Aeolus Quartet Residency
6/4/14	4010	CDJ	Oklahoma Arts Institute 2600 Van Buren,Suite 2606, Norman, OK 73072	10,000.00	2014 Summer Arts Scholarships
6/9/14	4017	CDJ	Tulsa Arts Management Consorti P O Box 52510, Tulsa, OK 74152-0510	60,000.00	2ND HALF 2014 PLEDGE
8/18/14	4048	CDJ	Tulsa Children's Museum 560 N Maybelle Ave , Tulsa, OK 74127	20,000.00	Family Concert Series
9/10/14	4060	CDJ	Tulsa Community College Founda -	1,000.00	TCC Vision Dinner Sponsorship
9/25/14	4063	CDJ	Clarehouse, Inc 7617 S Mingo Rd , Tulsa, OK 74133	5,000.00	Raisin' Cain 2014
10/1/14	4071	CDJ	Tulsa Opera 1610 S Boulder Ave , Tulsa, OK 74120	3,000.00	Cinderella Ball
10/13/14	4074	CDJ	Tulsa Opera 1610 S Boulder Ave , Tulsa, OK 74120	1,700.00	Tessitura / Great Plains Integration Software