



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



Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation THE BARTHELMES FOUNDATION INC		A Employer identification number 20-1326155	
Number and street (or P O box number if mail is not delivered to street address) 1717 SOUTH CHEYENNE AVENUE		B Telephone number (see instructions) (918) 592-7996	
City or town, state or province, country, and ZIP or foreign postal code TULSA, OK 74119		C If exemption application is pending, check here <input type="checkbox"/>	
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 7,042,832		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,938	3,938		
	4 Dividends and interest from securities	212,871	212,871		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	46,341			
	b Gross sales price for all assets on line 6a 980,016				
	7 Capital gain net income (from Part IV, line 2)		46,341		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	11,217				
12 Total. Add lines 1 through 11	274,367	263,150			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	130,210	65,105		65,105
	14 Other employee salaries and wages	79,373			59,530
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,588	3,212		3,212
	c Other professional fees (attach schedule)	51,299	49,705		1,594
	17 Interest	539	539		
	18 Taxes (attach schedule) (see instructions)	19,864	8,875		10,766
	19 Depreciation (attach schedule) and depletion	6,380			
	20 Occupancy	6,027	1,507		4,520
	21 Travel, conferences, and meetings	5,702			5,702
	22 Printing and publications				
	23 Other expenses (attach schedule)	25,819	2,345		19,874
	24 Total operating and administrative expenses. Add lines 13 through 23	334,801	131,288		170,303
	25 Contributions, gifts, grants paid	441,700			441,700
26 Total expenses and disbursements. Add lines 24 and 25	776,501	131,288		612,003	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-502,134				
b Net investment income (if negative, enter -0-)		131,862			
c Adjusted net income (if negative, enter -0-)					

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	28,697	16,067	16,067
	2 Savings and temporary cash investments	347,868	152,269	152,269
	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 schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	7,036	1,935	1,208
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	5,860,253	5,491,757	5,574,842
	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)	942,244	1,011,192	1,298,446
	14 Land, buildings, and equipment basis ▶ _____ 134,716 Less accumulated depreciation (attach schedule) ▶ 33,723	91,095	100,993	
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,277,193	6,774,213	7,042,832	
Liabilities	17 Accounts payable and accrued expenses	2,504	2,555	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	2,504	2,555	
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	7,274,689	6,771,658	
	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)	7,274,689	6,771,658		
31 Total liabilities and net assets/fund balances (see instructions) .	7,277,193	6,774,213		

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	7,274,689
2 Enter amount from Part I, line 27a	2	-502,134
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	6,772,555
5 Decreases not included in line 2 (itemize) ▶ _____	5	897
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	6,771,658

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 See Additional Data Table					
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 See Additional Data Table					
b					
c					
d					
e					
(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 See Additional Data Table					
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 46,341
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

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 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))
2015	607,477	7,656,327	0 07934
2014	717,999	8,435,672	0 08512
2013	658,969	8,699,495	0 07575
2012	634,714	8,604,640	0 07376
2011	635,756	9,040,050	0 07033
2 Total of line 1, column (d)			2 0 384297
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 076859
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 6,986,956
5 Multiply line 4 by line 3			5 537,010
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,319
7 Add lines 5 and 6			7 538,329
8 Enter qualifying distributions from Part XII, line 4			8 612,003

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)

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and tax due. Total amount owed is 39.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Columns for Yes/No.

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.thebarthelmesfoundation.org	13	Yes	
14 The books are in care of DEBORAH BRIGHT Telephone no (918) 592-7996			
Located at 1717 SOUTH CHEYENNE AVENUE TULSA OK ZIP+4 741194611			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ▶	16	Yes	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? <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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b			No
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 2016?	1c			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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
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)	2b			No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2016 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 2016).	3b			No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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 2016?	4b			No

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)? 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)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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	Title, and average hours per week (b) 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	121,620		8,590
DR ANTHONY BROWN OSU-POLI SCI DEPT 201 MURRAY STILLWATER, OK 74078	Director 0 50	0		
LARRY PINKERTON 15 E 5TH STREET TULSA, OK 74103	Director 0 50	0		
PHIL HANEY 1437 S BOULDER AVE W 1050 TULSA, OK 74119	Director 0 50	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEBORAH BRIGHT 311 S BRISTOW DRUMRIGHT, OK 74030	PROGRAM MGR 40 00	70,448		8,925

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

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. ▶

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	
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	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	6,851,342
b	Average of monthly cash balances.	1b	242,014
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,093,356
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	
3	Subtract line 2 from line 1d.	3	7,093,356
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	106,400
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,986,956
6	Minimum investment return. Enter 5% of line 5.	6	349,348

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	349,348
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,319
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,319
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	348,029
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	348,029
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	348,029

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	612,003
b	Program-related investments—total from Part IX-B.	1b	
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	612,003
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	1,319
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	610,684

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				348,029
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.	187,419			
b From 2012.	252,970			
c From 2013.	226,670			
d From 2014.	302,705			
e From 2015.	227,205			
f Total of lines 3a through e.	1,196,969			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>612,003</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				348,029
e Remaining amount distributed out of corpus	263,974			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,460,943			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	187,419			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,273,524			
10 Analysis of line 9				
a Excess from 2012.	252,970			
b Excess from 2013.	226,670			
c Excess from 2014.	302,705			
d Excess from 2015.	227,205			
e Excess from 2016.	263,974			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization 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))

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

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

BARTHELMES FOUNDATION INC
1717 S CHEYENNE
TULSA, OK 74119
(918) 592-7996
INFO@THEBARTHELMESFOUNDATION.ORG

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

ANY FORM

c Any submission deadlines

NONE

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

NONE

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				441,700
b <i>Approved for future payment</i>				
Total ▶ 3b				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
FIDELITY ACCOUNT #656-194004	P	2012-04-19	2016-05-17
FIDELITY ACCOUNT #656-194013	P	2015-06-30	2016-02-01
FIDELITY ACCOUNT #656-194013	P	2014-09-23	2016-05-26
CAP GAIN DIST FIDELITY ACCOUNT #656-194004	P	2012-04-19	2016-05-17
PRESCOTT GROUP AGGRESSIVE SMALL CAP L P	P	2012-04-19	2016-05-17
PRESCOTT GROUP AGGRESSIVE SMALL CAP L P	P	2015-06-30	2016-02-01
PRESCOTT GROUP AGGRESSIVE SMALL CAP L P	P	2015-06-30	2016-02-01
PRESCOTT GROUP AGGRESSIVE SMALL CAP L P	P	2012-04-19	2016-05-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
840,565		889,303	-48,738
7,050		6,013	1,037
23,386		14,364	9,022
30,991			30,991
41,890			41,890
		18,000	-18,000
		5,995	-5,995
36,134			36,134

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-48,738
			1,037
			9,022
			30,991
			41,890
			-18,000
			-5,995
			36,134

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BARTHELMES CONSERVATORY INC PO BOX 1207 TULSA, OK 74119	NONE	PC	GENERAL SUPPORT	428,350
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	1,500
TULSA MODERN MOVEMENT 1545 S HARVARD UNIT B TULSA, OK 74112	NONE	PC	GENERAL SUPPORT	250
LIVING ARTS OF TULSA 307 EAST BRADY STREET TULSA, OK 74120	None	PC	GENERAL SUPPORT	600
Total 3a				441,700

TY 2016 Accounting Fees Schedule**Name:** THE BARTHELMES FOUNDATION INC**EIN:** 20-1326155**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	9,588	3,212	0	3,212

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: THE BARTHELMES FOUNDATION INC

EIN: 20-1326155

Software ID: 16000303

Software Version: 2016v3.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
MATHIS BROTHERS FURNITURE	2009-11-22	1,143	1,057	200DB	7 64 %	86			
ACATRAS DEL MERCADO MONTE	2010-01-01	225	203	200DB	8 75 %	20			
COMPUTER DESK-ARIEN	2010-09-23	329	282	200DB	8 85 %	29			
OTTERBOX	2013-02-20	127	90	200DB	11 52 %	15			
SOFA	2013-03-16	6,670	4,118	200DB	10 93 %	729			
AIR PURIFIER	2013-03-28	300	185	200DB	10 93 %	33			
SOFA - 907 DETROIT	2013-07-24	467	254	200DB	13 02 %	61			
LIVING ARTS	2013-08-03	418	228	200DB	13 02 %	54			
APPLE LAPTOP - JLH	2013-10-25	1,752	985	200DB	12 49 %	219			
4 WHITE LEATHER CHAIRS	2014-04-08	8,599	3,335	200DB	17 49 %	1,504			
FIFTEENTH & HOME	2014-01-24	364	141	200DB	17 49 %	64			
AMIRS RUG - OFFICE	2014-02-05	3,418	1,325	200DB	17 49 %	598			
TELEPHONE SYSTEM	2014-01-30	7,947	3,082	200DB	17 49 %	1,390			
SMALL TABLE/GOLD BOX	2014-02-24	191	74	200DB	17 49 %	33			
CONFERENCE TABLE & CHAIRS	2014-06-23	6,470	2,510	200DB	17 49 %	1,132			
CABINET FURNITURE Remaining Basis	2014-03-27	2,360	915	200DB	17 49 %	413			

TY 2016 Investments Corporate Stock Schedule**Name:** THE BARTHELMES FOUNDATION INC**EIN:** 20-1326155**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	5,491,757	5,574,842

TY 2016 Investments - Other Schedule**Name:** THE BARTHELMES FOUNDATION INC**EIN:** 20-1326155**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PARTNERSHIP INTERESTS	AT COST	1,011,192	1,298,446

**TY 2016 Land, Etc.
Schedule****Name:** THE BARTHELMES FOUNDATION INC**EIN:** 20-1326155**Software ID:** 16000303**Software Version:** 2016v3.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	37,501	25,930	11,571	
Machinery and Equipment	11,838	7,793	4,045	
Miscellaneous	85,377		85,377	

TY 2016 Other Decreases Schedule**Name:** THE BARTHELMES FOUNDATION INC**EIN:** 20-1326155**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
BOOK/TAX DIFFERENCE	897

TY 2016 Other Expenses Schedule**Name:** THE BARTHELMES FOUNDATION INC**EIN:** 20-1326155**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	1,557	234		1,324
CONTRACT LABOR	868	86		783
DUES & FEES	2,156			1,380
GIFTS	1,526			1,526
INSURANCE - LIABILITY	2,330	1,165		1,165
MEALS & ENTERTAINMENT	10,227			7,670
MISC SERVICE COST	354	89		265
OFFICE EXPENSE	4,070	407		3,663
PENALTIES	269			
POSTAGE & DELIVERY	84	21		63

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REPAIRS AND MAINTENANCE	1,004			1,004
SUPPLIES	925	231		694
TELEPHONE/INTERNET	449	112		337

TY 2016 Other Income Schedule**Name:** THE BARTHELMES FOUNDATION INC**EIN:** 20-1326155**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MUNICIPAL INTEREST	7,250		
NONDIVIDEND DISTRIBUTIONS	3,967		

TY 2016 Other Professional Fees Schedule**Name:** THE BARTHELMES FOUNDATION INC**EIN:** 20-1326155**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	48,872	48,872	0	0
PAYROLL PROCESSING	2,427	833	0	1,594

TY 2016 Taxes Schedule**Name:** THE BARTHELMES FOUNDATION INC**EIN:** 20-1326155**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	223			
FOREIGN TAXES	2,825	2,825		
PAYROLL TAXES	16,390	5,624		10,766
STATE INCOME TAXES	426	426		