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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2008

For calendar year 2008 , or tax year beginning 10-01-2008 and ending 09-30-2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
GRACE & FRANKLIN BERNSEN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
15 WEST 6TH STREET
ROOM/SUITE 1308

City or town, state, and ZIP code
TULSA, OK 741195407

A Employer identification number
23-7009414

B Telephone number (see the instructions)
(918) 584-4711

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 ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 27,066,721

J Accounting method ☐ Cash ☐ Accrual
☑ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

Section	Line	Description	(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	504,912	504,912	504,912	
	4	Dividends and interest from securities	268,262	268,262	268,262	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-71,804			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	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)	14,185		14,185	
	12	**Total.** Add lines 1 through 11	715,555	773,174	787,359	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	192,000	34,560		
	14	Other employee salaries and wages	45,787	8,242		37,545
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	9,343	1,869		7,474
	c	Other professional fees (attach schedule)	150	150		
	17	Interest				
	18	Taxes (attach schedule) (see the instructions)	4,570	4,570		
	19	Depreciation (attach schedule) and depletion	2,529	2,529		
	20	Occupancy	17,683	3,183		14,500
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	23,383	2,571		20,812
	24	**Total operating and administrative expenses.** Add lines 13 through 23	295,445	57,674		80,331
	25	Contributions, gifts, grants paid	1,106,391			1,106,391
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,401,836	57,674		1,186,722
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-686,281			
	b	**Net investment income** (if negative, enter -0-)		715,500		
	c	**Adjusted net income** (if negative, enter -0-)			787,359	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	118,662	65,176	65,176
	2	Savings and temporary cash investments	1,021,452	1,076,155	2,495,542
	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 the 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			
	10a	Investments—U S and state government obligations (attach schedule)	7,309,466	6,955,466	5,552,015
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ 18,820 Less accumulated depreciation (attach schedule) ▶ 18,820			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	18,826,220	18,496,376	18,948,996
	14	Land, buildings, and equipment basis ▶ 71,178 Less accumulated depreciation (attach schedule) ▶ 66,186	7,521	4,992	4,992
	15	Other assets (describe ▶)	1,125		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	27,284,446	26,598,165	27,066,721
Liabilities	17	Accounts payable and accrued expenses			
	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)		0	
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	27,284,446	26,598,165	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	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 the instructions)	27,284,446	26,598,165	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	27,284,446	26,598,165	

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	27,284,446
2	Enter amount from Part I, line 27a	2	-686,281
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,598,165
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	26,598,165

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				

	(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 (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	
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	
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 the 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 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))
2007	1,723,925	31,913,090	0 054019
2006	1,481,729	34,116,948	0 043431
2005	1,393,875	32,118,442	0 043398
2004	1,418,360	30,320,440	0 046779
2003	1,486,725	29,206,930	0 050903

2	**Total** of line 1, column (d)	2	0 238530
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 047706
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	27,382,558
5	Multiply line 4 by line 3	5	1,306,312
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,155
7	Add lines 5 and 6	7	1,313,467
8	Enter qualifying distributions from Part XII, line 4	8	1,186,722

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 the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling letter ____________ **(attach copy of ruling 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	1	14,310
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	14,310
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	14,310
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a — 28,153		
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	28,153
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	13,843
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 13,843 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see the 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? *If "No," attach explanation*	8b	Yes	
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities Continued

			Yes	No
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 page 20 of the instructions)	11a		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Web site address ▶WWW GUIDESTAR ORG

14 The books are in care of ▶JOHN STRONG Telephone no ▶(918) 584-4711

Located at ▶15 W 6TH TULSA OK ZIP+4 ▶741195407

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

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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ 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)? ☐ Yes ☑ 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). ☐ Yes ☑ 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 the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☑ 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 the 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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)*	3b		
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 2008?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
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 the instructions)?	**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? ☐ 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?	**6b**		No
If you answered "Yes" to 6b, also 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?	**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 (see the 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
DONALD E PRAY 15 WEST 6TH ST 1308 TULSA,OK 74119	TRUSTEE 5	48,000	0	0
DONALD F MARTAR 15 WEST 6TH ST 1308 TULSA,OK 74119	TRUSTEE 5	48,000	0	0
JOHN D STRONG JR 15 WEST 6TH ST 1308 TULSA,OK 74119	TRUSTEE 5	48,000	0	0
W BLAND WILLIAMSON 15 WEST 6TH ST 1308 TULSA,OK 74119	TRUSTEE 5	48,000	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see the 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 ▶				

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 the 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 the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See the instructions	
3	
Total Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	27,768,747
b	Average of monthly cash balances	1b	30,804
c	Fair market value of all other assets (see the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	27,799,551
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	27,799,551
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions)	4	416,993
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,382,558
6	**Minimum investment return.** Enter 5% of line 5	6	1,369,128

Part XI Distributable Amount (see page 25 of the 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	1,369,128
2a	Tax on investment income for 2008 from Part VI, line 5	2a	14,310		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,310
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,354,818
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,354,818
6	Deduction from distributable amount (see the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,354,818

Part XII Qualifying Distributions (see page 25 of the 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	1,186,722
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	1,186,722
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 page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,186,722

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,354,818
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2008				
a From 2003. 61,888				
b From 2004.				
c From 2005.				
d From 2006.				
e From 2007. 162,904				
f **Total** of lines 3a through e.	224,792			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 1,186,722				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see the instructions). . . .				
c Treated as distributions out of corpus (Election required—see the instructions).				
d Applied to 2008 distributable amount.				1,186,722
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	168,096			168,096
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	56,696			
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 the instructions				
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)				
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2008.** Subtract lines 7 and 8 from line 6a	56,696			
10 Analysis of line 9				
a From 2004.				
b From 2005.				
c From 2006.				
d From 2007. 56,696				
e From 2008.				

Part XIV **Private Operating Foundations** (see the 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 2008, 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)

	Tax year	Prior 3 years			
	(a) 2008	**(b)** 2007	**(c)** 2006	**(d)** 2005	**(e) Total**
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 organization had $5,000 or more in assets at any time during the year—see the 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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the organization makes gifts, grants, etc (see the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

TRUSTEES OF THE BERNSEN FOUNDATION
15 W 6TH STREET SUITE 1308
TULSA,OK 741195407
(918) 584-4711

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

ALL APPLICATIONS WILL BE CONSIDERED, REGARDLESS OF FORM

c Any submission deadlines

THERE ARE NO SUBMISSIONS DEADLINES APPLICATIONS WILL BE CONSIDERED ON THE 12TH DAY OF EACH MONTH

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

RESTRICTIONS OR LIMITATIONS ON AWARDS THE FOLLOWING "STATEMENT OF POLICIES" IS TAKEN FROM THE MINUTES OF A SPECIAL MEETING OF THE BOARD OF TRUSTEES OF THE GRACE & FRANKLIN BERNSEN FOUNDATION STATEMENT OF POLICIES 1)-THE TRUSTEES WILL GENERALLY CONSIDER FUNDING REQUESTS ONLY FROM THE TULSA AREA CHARITABLE ORGANIZATIONS 2)-THE TRUSTEES WILL GENERALLY ONLY CONSIDER FUNDING PROGRAMS AND PROJECTS THAT WILL PROVIDE A DEFINED BENEFIT SUCH AS CAPITAL PROJECTS, BUILDING PROGRAMS, OR SPECIFIC PROGRAM NEEDS OF THE ORGANIZATION 3)-THE TRUSTEES WILL GENERALLY ONLY MAKE GIFTS WHICH WILL BE MEANINGFUL IN AMOUNT AND BENEFIT TO THE RECIPIENT

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,106,391
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See the instructions)
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	504,912	
4 Dividends and interest from securities			14	268,262	
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					
8 Gain or (loss) from sales of assets other than inventory					-71,804
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OIL & GAS			15	13,987	
b MISCELLANEOUS					198
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				787,161	-71,606

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 715,555

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See the instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting organization to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting organization If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2010-02-11	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	Preparer's SSN or PTIN (See **Signature** in the instructions)
Preparer's Signature	MICHAEL K BURKE CPA	2010-02-11		
Firm's name (or yours if self-employed), address, and ZIP code	BRISCOE BURKE & GRIGSBY LLP 4120 EAST 51ST STREET SUITE 100 TULSA, OK 741353633		EIN Phone no (918) 749-8337	

Additional Data

Software ID: 08000060
Software Version: 0852N0856N
EIN: 23-7009414
Name: GRACE & FRANKLIN BERNSEN FOUNDATION

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ARTS HUMANITIES COUNCIL TULSA OK 74114 TULSA, OK 74114			CORE ARTS PROGRAM SUPPORT	5,000
BRIDGES FOUNDATIONTULSA OK 74110 TULSA, OK 74110			GRANT CHALLENGE FOR NEW VAN	12,500
CHILD ABUSE NETWORKTULSA OK 74129 TULSA, OK 74129			CAN FILM FESTIVAL	5,000
COMMUNITY FOOD BANK OF EA TULSA OK 74106 TULSA, OK 74106			GENERAL OPERATING AND PROGRAM SUPPOR	25,000
CROSSTOWN LEARNING CENTER TULSA OK 74110 TULSA, OK 74110			RECEIPTION AND PLAY AREA RENOVATIONS	25,000
DRESS FOR SUCCESS1109 S PEORIA TULSA OK TULSA, OK 74120			GRANT PLUS SIZE CLOTHING PROGRAM	5,000
DVISCALL RAPE4300 SOUTH HARVARD TULSA, OK 74135			GRANT OPERATING SUPPORT	10,000
EASTERN OKLAHOMA DONATED TULSA OK 74105 TULSA, OK 74105			GRANT OPERATING SUPPORT	10,000
EMERGENCY INFANT SERVICES TULSA OK 74127 TULSA, OK 74127			GRANT FIRE ALARM SYSTEM	4,427
FIRST PRESBYTERIAN CHURCH TULSA OK 74119 TULSA, OK 74119			GRANT RENOVATIONS TO THE BERNSEN CO	50,000
GREATER CORNERSTONE COMM TULSA OK 74107 TULSA, OK 74107			PAYMENT IN FULL OF CHALLENGE	225,000
HOSPICE OF GREEN COUNTRY SUITE 200 TULSA OK 7411 TULSA, OK 74114			PATIENT BED ALARMS, AUTOMATIC PILL D	6,219
INDIAN NATION BOYS SCOUTS TULSA OK 74146 TULSA, OK 74146			GRANT SCOUT OUTREACH PROGRAM	10,000
IRON GATETULSA OK 74103 TULSA, OK 74103			2009 OPERATING BUDGET	10,000
JOHN 3-16 MISSIONTULSA OK74103 TULSA, OK 74103			GRANT SUMMER KIDS CAMP 2009	5,000
Total . . . . ▶ 3a				1,106,391

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LIFE SENIOR SERVICESTULSA OK 74135 TULSA, OK 74135			GRANT WORKPLACE CAREGIVER INITIATIV	10,000
MENTAL HEALTH ASSOCIATION TULSA OK 74119 TULSA, OK 74119			GRANT PAYMENT IN FULL ON COMMITMENT	150,000
NEIGHBORS ALONG THE LINE TULSA OK 74127 TULSA, OK 74127			GRANT LITERACY PROGRAM	15,000
OKLAHOMA CENTENNIAL BOTAN2 WEST 6TH STREET SUITE TULSA, OK 74119			GRANT ONE-TIME UNRESTRICTED	25,000
OKLAHOMA CENTER FOR NONPR SUITE 1100 TULSA OK 7410 TULSA, OK 74104			ONE AWARDS - TABLE OF 8	10,000
OPERATION AWARETULSA OK 74145 TULSA, OK 74145			8-WEEK PREVENTION PROGRAM AT TPS MID	10,000
PALMER CONTINUUM OF CARE 2442 MOHAWK BLVD TULSA TULSA, OK 74110			GRANT UNRESTRICTED	2,500
PARENT CHILD CENTER OF TU TULSA OK 74119 TULSA, OK 74119			GRANT CHILD THERAPY PROGRAM	10,000
REBUILDING TOGETHER TULSAPO BOX 52201 TULSA OK 74 TULSA, OK 74119			GRANT NEW ROOFS FOR 4 HOUSES	20,000
ROGERS STATE UNIVERSITY F CLAREMORE OK 74017 CLAREMORE, OK 74017			GRANT TECHNOLOGY UPGRADE FOR CAMPUS	50,000
ST JOHN MEDICAL CENTER F TULSA OK 74104 TULSA, OK 74104			GRANT STREET PARTY 2009	6,000
ST JOHN MEDICAL CENTER F TULSA OK 74104 TULSA, OK 74104			GRANT STROKE CENTER (1 OF 5)	100,000
STREET SCHOOLTULSA OK 74112 TULSA, OK 74112			GRANT 20,000 TOWARD PURCHASE OF NE	20,000
THE FIRST TEE OF TULSAPO BOX 702298 TULSA OK 7 TULSA, OK 74115			GRANT PROGRAM SUPPORT	5,000
THE OKLAHOMA CARING FOUND PO BOX 3283 TULSA OK 741 TULSA, OK 74119			GRANT IMMUNIZATION PROGRAM	5,800
Total . . . . ▶ 3a				1,106,391

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE SALVATION ARMY1616 S MAIN TULSA OK 7 TULSA,OK 74119			GRANT WILLIAM BOOTH SOCIETY DINNER	5,000
TOWN COUNTRY SCHOOL IN TULSA OK 74137 TULSA,OK 74137			FULL PAYMENT OF CHALLENGE GRANTE DAT	5,878
TULSA AIR SPACE MUSEUMTULSA OK 74115 TULSA,OK 74115			GRANT SIGNAGE	10,000
TULSA AREA UNITED WAYTULSA OK 74119 TULSA,OK 74119			ANNUAL SUPPORT	10,000
TULSA BOYS' HOMETULSA OK 74101-1101 TULSA,OK 74101			TRAUMA TREATMENT SEMINAR	7,500
TULSA COMMUNITY COLLEGE F TULSA OK 74135 TULSA,OK 74135			GRANT CENTER FOR CREATIVITY (1 OF 3	10,000
TULSA COMMUNITY COLLEGE F TULSA OK 74135 TULSA,OK 74135			GRANT TEXT BOOK TRUST (PAID IN FULL	20,000
TULSA COMMUNITY COLLEGE F TULSA OK 74135 TULSA,OK 74135			GRANT CENTER FOR CREATIVITY (PAID I	20,000
TULSA COMMUNITY FOUNDATIO SUITE 600 TULSA OK 7413 TULSA,OK 74136			GRANT PASS PROGRAM	5,500
TULSA DAY CENTER FOR THE TULSA OK 74103 TULSA,OK 74103			GRANT GENERAL - NO RESTRICTIONS	10,000
TULSA HISTORICAL SOCIETY TULSA OK 74114 TULSA,OK 74114			GRANT HALL OF FAME 2009 DINNER (6 R	5,000
TULSA HISTORICAL SOCIETY TULSA OK 74114 TULSA,OK 74114			GRANT CHALLENGE MET - COLLECTION PR	16,896
TULSA ZOO FRIENDSTULSA OK 74115 TULSA,OK 74115			COMPLETE CHALLENGE - CHAPMAN LODGE	50,000
UNIVERSITY OF OKLAHOMA FO NORMAN OK 73019 NORMAN,OK 73019			IMPACT PROGRAM - 4 FORD FOCUS AUTOMO	54,616
UP WITH TREESTULSA OK 74119 TULSA,OK 74119			GRANT CAPITAL CAMPAIGN (CHALLENGE)	10,000
Total . . . . ▶ 3a				1,106,391

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VISITING NURSE ASSOCIATIO SUITE 114 TULSA OK 74105 TULSA, OK 74105			GRANT 2 LAPTOP COMPUTERS FOR WELLNE	4,305
VOLUNTEER CENTRAL GREATER 3708 SOUTHWEST BLVD TULS TULSA, OK 74107			GRANT EDUCATION MATERIALS	3,250
YWCASUITE 200 TULSA OK 74104 TULSA, OK 74104			GRANT NORTH TULSA YWCA FLOORNIG PRO	11,000
Total . . . . ▶ **3a**				1,106,391

TY 2008 Accounting Fees Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING/REVIEW	9,343	1,869		7,474

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

TY 2008 Depreciation Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

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
DEPRECIATION						2,529			

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

TY 2008 Gain/Loss from Sale of Other Assets Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
		PURCHASE				71,804			-71,804	

TY 2008 Investments Government Obligations Schedule

Name:	GRACE & FRANKLIN BERNSEN FOUNDATION
EIN:	23-7009414
US Government Securities - End of Year Book Value:	6,955,466
US Government Securities - End of Year Fair Market Value:	5,552,015
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2008 Investments - Land Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OIL & GAS ROYALTIES	18,820	18,820		

TY 2008 Investments - Other Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD SHORT TERM		88,500	119,177
DODGE & COX STOCK FUND		2,995,038	3,201,762
MERRILL LYNCH-AMER EURO PACIFIC		3,845,462	4,306,874
VANGUARD SMALL CAP INDEX FUND		2,712,169	3,191,463
VANGUARD 500 INDEX FUND		8,855,207	8,129,720

TY 2008 Land, Etc. Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT	71,178	66,186	4,992	4,992

TY 2008 Other Assets Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FAB TECH	1,125		

TY 2008 Other Expenses Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DUES & SUBS	1,000	110		890
INSURANCE - OFFICE	807	88		720
INSURANCE-EMPLOYEE	12,716	1,399		11,317
INSURANCE-WORKER'S COMP	445	48		397
MISCELLANEOUS BUSINESS EXP	979	107		872
OFFICE SUPPLIES	2,846	314		2,531
PARKING	952	105		847
TELEPHONE	3,488	383		3,105
INVESTMENT FEES	150	17		133

TY 2008 Other Income Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS	13,987		13,987
MISCELLANEOUS	198		198

TY 2008 Other Professional Fees Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT OTHER PROFESSIONAL FEES	150	150		

TY 2008 Taxes Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER TAXES PAID	1,053	1,053		
PAYROLL TAX	3,517	3,517		

NOTICE CONCERNING ANNUAL RETURN OF PRIVATE FOUNDATION

Under Section 6104

of the Internal Revenue Code

Notice is hereby given that the 2008 Annual Return for the fiscal year ended September 30, 2009 of THE GRACE AND FRANKLIN BERNSEN FOUNDATION, a private foundation, is available for inspection in the Foundation's office at 15 West 6th Street, Tulsa, Oklahoma, during regular business hours to any citizen making application within 180 days to John Strong, Trustee

THE GRACE AND FRANKLIN BERNSEN FOUNDATION

BY John Strong, Trustee

Date of notice of availability of the annual return published in a newspaper 2/17/2010

Name of the newspaper Tulsa Daily Commerce & Legal News