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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

2011

For calendar year 2011 or tax year beginning 10/01/11 **, and ending** 09/30/12

Name of foundation: GRACE & FRANKLIN BERNSEN FOUNDATION

A Employer identification number: 23-7009414

Number and street (or P O box number if mail is not delivered to street address): 15 WEST 6TH STREET, #1308

Room/suite: 1308

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

City or town, state, and ZIP code: TULSA OK 74119-5407

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 28,932,838

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 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 ▶ ☒ if the foundation is **not** required to attach Sch B					
	3 Interest on savings and temporary cash investments		189,147	189,147	189,147	
	4 Dividends and interest from securities		330,229	330,229	330,229	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10		984,374			
	b Gross sales price for all assets on line 6a	984,374				
	7 Capital gain net income (from Part IV, line 2)			984,374		
	8 Net short-term capital gain				0	
	9 Income modifications					
	10a Gross sales less returns & allowances					
	b Less Cost of goods sold					
	c Gross profit or (loss) (attach schedule)					
	11 Other income (attach schedule)	STMT 1	37,841		37,841	
	12 **Total.** Add lines 1 through 11		1,541,591	1,503,750	557,217	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc		216,000	38,880		177,120
	14 Other employee salaries and wages		50,441	9,079		41,362
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)					
	b Accounting fees (attach schedule)	STMT 2	12,229	2,446		9,783
	c Other professional fees (attach schedule)	STMT 3	30,150	30,150		
	17 Interest					
	18 Taxes (attach schedule) (see instructions)	STMT 4	12,603	12,603		
	19 Depreciation (attach schedule) and depletion	STMT 5	877	877		
	20 Occupancy		13,991	2,518		11,473
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses (att sch)	STMT 6	28,816	3,170		25,646
	24 **Total operating and administrative expenses.** Add lines 13 through 23		365,107	99,723	0	265,384
	25 Contributions, gifts, grants paid		1,776,700			1,776,700
	26 **Total expenses and disbursements.** Add lines 24 and 25		2,141,807	99,723	0	2,042,084
	27 Subtract line 26 from line 12					
	a **Excess of revenue over expenses and disbursements**		-600,216			
	b **Net investment income** (if negative, enter -0-)			1,404,027		
	c **Adjusted net income** (if negative, enter -0-)				557,217	

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For Paperwork Reduction Act Notice, see instructions.

914-19

Form **990-PF** (2011)

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		150,122	78,885	78,885
	2	Savings and temporary cash investments		2,619,531	793,856	821,873
	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 (att schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule) STMT 7		4,715,848		
	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 sch) ▶ STMT 8	18,820			
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule) SEE STATEMENT 9		18,213,523	24,226,944	28,030,053
	14	Land, buildings, and equipment basis ▶	73,205			
		Less accumulated depreciation (attach sch) ▶ STMT 10	71,178	2,904	2,027	2,027
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		25,701,928	25,101,712	28,932,838
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	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		25,701,928	25,101,712	
	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 instructions)		25,701,928	25,101,712	
	31	**Total liabilities and net assets/fund balances** (see instructions)		25,701,928	25,101,712	

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	25,701,928
2	Enter amount from Part I, line 27a	2	-600,216
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	25,101,712
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	25,101,712

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	CAPITAL GAIN NET INCOME			
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	984,374			984,374
b				
c				
d				
e				

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				984,374
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	984,374
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 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))
2010	1,601,522	24,587,719	0.065135
2009	1,518,725	26,883,714	0.056492
2008	1,344,162	27,382,558	0.049088
2007	1,723,925	31,913,090	0.054019
2006	1,481,729	34,116,948	0.043431

2 **Total** of line 1, column (d)	2	0.268165
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	0.053633
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	26,823,595
5 Multiply line 4 by line 3	5	1,438,630
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,040
7 Add lines 5 and 6	7	1,452,670
8 Enter qualifying distributions from Part XII, line 4	8	2,042,084

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)

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			1	14,040
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	0
3	Add lines 1 and 2			3	14,040
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	14,040
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,968		
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	6,968
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	7,072
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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		X
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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 instructions)	11		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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.GUIDESTAR.ORG

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

15 W. 6TH

Located at ▶ TULSA OK ZIP+4 ▶ 74119-5407

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

			Yes	No
16	At any time during calendar year 2011, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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 instructions)?	N/A	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 2011?	N/A	1c		
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 instructions)	N/A	2b		
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 2011 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 2011)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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? 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 (see instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DONALD E. PRAY 15 WEST 6TH ST #1308	TULSA OK 74119	TRUSTEE 5.00	54,000	0	0
DONALD F. MARLAR (DECD) 15 WEST 6TH ST #1308	TULSA OK 74119	TRUSTEE 5.00	54,000	0	0
JOHN D. STRONG, JR. 15 WEST 6TH ST #1308	TULSA OK 74119	TRUSTEE 5.00	54,000	0	0
W. BLAND WILLIAMSON 15 WEST 6TH ST #1308	TULSA OK 74119	TRUSTEE 5.00	54,000	0	0

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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	26,607,997
b	Average of monthly cash balances			1b	624,079
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	27,232,076
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	27,232,076
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	408,481
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	26,823,595
6	**Minimum investment return.** Enter 5% of line 5			6	1,341,180

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	1,341,180
2a	Tax on investment income for 2011 from Part VI, line 5	2a	14,040		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,040
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,327,140
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,327,140
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	1,327,140

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	2,042,084
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	2,042,084
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	14,040
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,028,044

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					1,327,140
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20_____ , 20_____ , 20_____					
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007	162,904				
c From 2008					
d From 2009	185,585				
e From 2010	381,040				
f **Total** of lines 3a through e		729,529			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,042,084					
a Applied to 2010, 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)					
d Applied to 2011 distributable amount					1,327,140
e Remaining amount distributed out of corpus		714,944			
5 Excess distributions carryover applied to 2011 (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		1,444,473			
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 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		1,444,473			
10 Analysis of line 9					
a Excess from 2007	162,904				
b Excess from 2008					
c Excess from 2009	185,585				
d Excess from 2010	381,040				
e Excess from 2011	714,944				

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 2011, 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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))

N/A

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

N/A

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 of the person to whom applications should be addressed

TRUSTEES OF THE BERNSEN FOUNDATION 918-584-4711
15 W. 6TH STREET, SUITE 1308 TULSA OK 74119-5407

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

SEE STATEMENT 11

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

SEE STATEMENT 12

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 13				1,776,700
Total			▶ 3a	1,776,700
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	189,147	
4 Dividends and interest from securities			14	330,229	
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					984,374
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OIL & GAS			15	30,301	
c MISCELLANEOUS					7,540
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		549,677	991,914

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,541,591

(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 foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

725 05/06/2013 12 56 PM

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 foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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 foundation. 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
N/A			

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 X No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Signature of officer or trustee:

Date: 5-6-13

Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name: MICHAEL K. BURKE, CPA

Preparer's signature: Michael K. Burke

Date: 05/06/13

Check ☐ if self-employed

PTIN: P00054433

Firm's name ▶ BRISCOE, BURKE & GRIGSBY LLP

Firm's EIN ▶

Firm's address ▶ 4120 EAST 51ST STREET, SUITE 100
TULSA, OK 74135-3633

Phone no. 918-749-8337

DAA

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OIL & GAS	$ 30,301	$	$ 30,301
MISCELLANEOUS	7,540		7,540
TOTAL	$ 37,841	$ 0	$ 37,841

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING/REVIEW	$ 12,229	$ 2,446	$	$ 9,783
TOTAL	$ 12,229	$ 2,446	$ 0	$ 9,783

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT OTHER PROFESSIONAL FEES	$ 30,150	$ 30,150	$	$
TOTAL	$ 30,150	$ 30,150	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OTHER TAXES PAID	$ 8,687	$ 8,687	$	$
PAYROLL TAX	3,916	3,916		
TOTAL	$ 12,603	$ 12,603	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
DEPRECIATION							
	$	$			$ 877	$	$
TOTAL	$ 0	$ 0			$ 877	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
DUES & SUBS	1,825	201		1,624
INSURANCE - OFFICE	1,079	119		960
INSURANCE-EMPLOYEE	13,590	1,495		12,095
INSURANCE-WORKER'S COMP	514	57		457
MISCELLANEOUS BUSINESS EXP	2,509	275		2,234
OFFICE SUPPLIES	1,699	187		1,512
PARKING	3,721	409		3,312
TELEPHONE	3,879	427		3,452
TOTAL	$ 28,816	$ 3,170	$ 0	$ 25,646

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
U.S. TREASURY BONDS AND NOTES	$ 4,715,848	$		$
TOTAL	$ 4,715,848	$ 0		$ 0

Statement 8 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
OIL & GAS ROYALTIES	$	$ 18,820	$ 18,820	$
TOTAL	$ 0	$ 18,820	$ 18,820	$ 0

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MERRILL LYNCH-AMER EURO PACIFIC	$ 3,684,437	$ 3,097,691		$ 3,229,339
ML - AM FUNDAMENTAL INVESTORS	4,056,000			
VANGUARD 500 INDEX FUND	7,914,802	7,019,016		8,786,547
VANGUARD SHORT TERM	88,500			
VANGUARD SMALL CAP INDEX FUND	2,469,784	2,433,096		3,878,336
PIMCO ALL ASSETS		2,900,030		3,090,753
DFA EMERGING MARKETS		1,750,030		1,745,088
PIMCO TOTAL RETURN FUND		7,027,081		7,299,990
TOTAL	$ 18,213,523	$ 24,226,944		$ 28,030,053

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
OFFICE EQUIPMENT	$ 2,904	$ 73,205	$ 71,178	$ 2,027
TOTAL	$ 2,904	$ 73,205	$ 71,178	$ 2,027

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
ALL APPLICATIONS WILL BE CONSIDERED, REGARDLESS OF FORM.

Statement 11 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

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

Statement 12 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

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.

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address			
Address	Relationship	Status	Purpose	Amount
12 X 12 INC TULSA OK 74135	6333 E SKELLY DR		GRANT: KITCHEN APPLIANCES	20,000
A NEW LEAF BROKEN ARROW OK 74012	2306 SOUTH 1ST PLACE		GRANT: AUTISM WORKS!	15,000
AKDAR SHRINE TULSA OK 74129-1014	2808 S SHERIDAN RD		HOSPITAL SERVICE TRANSPORTATION	5,000
AMERICAN RED CROSS TULSA OK 74128-3005	10151 E 11TH ST		3 SHELTER TRAILERS	15,006
ARTS & HUMANITIES COUNCIL OF TULSA TULSA OK 74114	2210 S MAIN		IPADS & BEAN BAGS	18,851
ASSITANCE LEAGUE OF TULSA TULSA OK 74112	3408 E 11TH ST		OPERATION SCHOOL BELL	15,000
CAR CARE CLINIC INC TULSA OK 74110-5331	2547 E ADMIRAL PLACE		EQUIP. MARS PROGRAM & ADMIN	10,000
CHILD ABUSE NETWORK TULSA OK 74129	2829 S. SHERIDAN		SPECIALIZED PROGRAM EQUIPMENT	22,961
CLAREHOUSE TULSA OK 74133	7617 S. MINGO RD.		END OF LIFE CARE	10,000
COMMUNITY ACTION PROJECT OF TULSA TULSA OK 74146	4606 S GARNETT		TEACH FOR AMERICA PROGRAM	5,000
CRIME COMMISSION TULSA OK 74114	2121 S COLUMBIA AVE, LL8		UNRESTRICTED	5,000
CROSSTOWN LEARNING CENTER TULSA OK 74110	2501 E ARCHER ST		OPERATING SUPPORT	10,000
DAYSPRING VILLA SAND SPRINGS OK 74063	PO BOX 1588		BATHROOM RENOVATIONS	10,000
DVIS/CALL RAPE TULSA OK 74135-2608	4300 S. HARVARD AVE, STE		GRANT: CHILDREN'S COUNSELING PROGRAM	10,000
EASTERN OK DONATED DENTAL SERVICES TULSA OK 74105	3741 S PEORIA		PROGRAM SUPPORT	10,000
EMERGENCY INFANT SERVICES TULSA OK 74127	222 S HOUSTON AVE		NEW PHONE SYSTEM	7,000
GILCREASE MUSEUM TULSA OK 74127-2100	1400 GILCREASE MUSEUM RD		WASHINGTON EXHIBIT	37,500

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address			
Address	Relationship	Status	Purpose	Amount
GOOD SAMARITAN HEALTH TULSA OK 74136	7600 S. LEWIS AVE		MAINTENANCE COSTS/MOBILE UNITS	10,000
HARVEST HOUSE TULSA OK 74136	1439 E 71ST ST		INFANT SERVICES PROGRAM	10,000
HEALTH OUTREACH PREVENTION EDUCATIO TULSA OK 74135	3540 E 31ST ST, STE 3		GRANT:EMPOWERED 4-LIFE PROGRAM	10,000
HELPING HANDS MINISTRY TULSA OK 74119-1629	709 S BOSTON AVE		PROGRAM SUPPORT	10,000
HOSPICE OF GREEN COUNTRY TULSA OK 74114	2121 S COLUMBIA 200		GRANT: LIVE ALONE PROGRAM	9,423
INDIAN NATIONS BSA TULSA OK 74146	4295 S GARNETT RD		SCOUT REACH PROGRAM	5,000
IRON GATE TULSA OK 74103	501 S CINCINNATI		PROGRAM SUPPORT	15,000
JOHN 3:16 MISSION TULSA OK 74103	506 N CHEYENNE		GRANT: SUMMER KIDS CAMP	10,000
KIPP TULSA COLLEGE PREP SCHOOL TULSA OK 74106	1661 E VIRGIN ST		EQUIPMENT & SOFTWARE	5,000
LIFE SENIOR SERVICES TULSA OK 74135	5950 E 31ST STREET		PACE PROGRAM	25,000
LOLLIPOPS & RAINBOWS TULSA OK 74145-7627	5103 S. SHERIDAN, #670		GRANT: PROGRAM SUPPORT	4,000
MARGARET HUDSON PROGRAM TULSA OK 74112	1515 S 71ST E AVE		HEALTH SERVICES/COUNSELING PROG	7,500
NEIGHBOR FOR NEIGHBOR TULSA OK 74106-1812	1506 E 46TH ST NORTH		CAPITAL IMPROVEMENTS	50,000
NEIGHBORS ALONG THE LINE TULSA OK 74127	5000 CHARLES PAGE BLVD		LITERACY PROGRAM	10,000
OKLAHOMA FOUNDATION FOR EXCELLENCE OKLAHOMA CITY OK 73102	120 N ROBINSON, STE 1420		TEACHER PROFESSIONAL DEV PROG	5,000
OKLAHOMA INNOVATION INSTITUTE, INC TULSA OK 74119-1031	100 W 7TH ST, STE 1000		SUPERCOMPUTER INITIATIVE	500,000
ONE HOPE TULSA TULSA OK 74137	9102 S URBANA AVE, STE B		PLANNING GRANT	22,400

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address			
Address	Relationship	Status	Purpose	Amount
PARENT CHILD CENTER OF TULSA TULSA OK 74119	1421 S BOSTON		SUPERVISED VISITATION & EXCHANGE PRO	10,000
PARKSIDE PSYCHIATRIC HOSPITAL TULSA OK 74120	1620 E 12TH ST		GENERAL SUPPORT	10,000
PHILBROOK MUSEUM OF ART TULSA OK 74114	2727 S ROCKFORD		MY MUSEUM PROGRAM	15,000
RESONANCE TULSA OK 74119	1608 S ELWOOD		4 COMPUTERS	2,700
RSVP TULSA OK 74135	5756 E 31ST STREET		OPERATING SUPPORT	20,000
STREET SCHOOL TULSA OK 74112	1135 S YALE AVE		WORLD IS OUR CLASSROOM PROGRAM	25,000
THE CENTER TULSA OK 74104	815 S UTICA		BATHROOM RECONSTRUCTION	10,000
THE FIRST TEE OF TULSA TULSA OK 74170	PO BOX 702298		PROGRAM SUPPORT	10,000
SALVATION ARMY TULSA OK 74119-4410	1616 S MAIN		RENOVATIONS TO CENTER OF HOPE	25,000
TOWN & COUNTRY SCHOOL INC TULSA OK 74137	5150 E 101ST ST		3 SMART BOARDS	10,374
TULSA AREA UNITED WAY TULSA OK 74119	1430 S. BOULDER		ANNUAL CAMPAIGN	15,000
TULSA BALLET THEATRE TULSA OK 74105	4512 S PEORIA		OPERATING SUPPORT	10,000
TULSA BOYS HOME TULSA OK 74101-1101	PO BOX 1101		RENOVATIONS TO EDUCATION CENTER	200,000
TULSA CHILDREN'S MUSEUM TULSA OK 74170-1620	PO BOX 701620		DIY MAKER WORKSHOP	30,000
TULSA COMM COLLEGE FOUNDATION TULSA OK 74135	6111 E SKELLY DR		2012 VISION IN EDCATION LEADERSHIP A	2,500
TULSA COMMUNITY FOUNDATION - PASS TULSA OK 74136	7030 S YALE AVE STE 600		PASS PROGRAM 2012	6,000
TULSA DAY CENTER FOR THE HOMELESS TULSA OK 74103	415 W ARCHER		NEW CHAIRS FOR EMERGENCY SHELTER	10,000

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Address Relationship	Status	Purpose	Amount
TULSA GEOSCIENCE CENTER TULSA OK 74137	6338 E 98TH ST		GRANT: PROGRAM SUPPORT	7,500
TULSA GIRLS ART SCHOOL TULSA OK 74110	2202 E ADMIRAL BLVD		ART SUPPLIES, FUNDRAISING DINNER	12,500
TULSA HISTORICAL SOCIETY TULSA OK 74114	2445 S PEORIA		ROOF REPAIRS	15,000
TULSA HISTORICAL SOCIETY TULSA OK 74114	2445 S PEORIA		HALL OF FAME 2012	5,000
TULSA OPERA TULSA OK 74119-4479	1610 S BOULDER		YOUTH EDUCATION PROGRAM	10,000
TULSA SPORTS CHARITIES TULSA OK 74133	PO BOX 330272		PROGRAM SUPPORT	12,500
TULSA SYMPHONE ORCHESTRA TULSA OK 74103	111 E 1ST STREET, SUITE 1		DEVELOPMENT DIRECTOR POSITION	15,000
TULSA ZOO MANAGEMENT TULSA OK 74115	6421 E 36TH STREET NORTH		RHINO EXHIBIT	250,000
TURLEY FIRE & RESCUE CO TULSA OK 74126	1410 E 73RD ST NORTH		WATER PUMP, HOSE & NOZZLES FOR TRUCK	4,110
VOLUNTEER TULSA TULSA OK 74159-0196	PO BOX 4196		BUILDING COMMUNITY PROGRAM	8,875
YOUTH SERVICES OF TULSA TULSA OK 74103	302 S MADISON AVE		UNRESTRICTED	5,000
YOUTH SERVICES OF TULSA TULSA OK 74103	302 S MADISON AVE		CAMPAIGN TO DEFEAT THE STREETS	75,000
YMCA TULSA OK 74104-5708	1910 S LEWIS AVE, STE 200		POOL EQUIPMENT	10,000
TOTAL				1,776,700

NOTICE CONCERNING ANNUAL RETURN OF PRIVATE FOUNDATION

Under Section 6104

of the Internal Revenue Code

Notice is hereby given that the 2011 Annual Return for the fiscal year ended September 30, 2012 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: 5/15/2013

Name of the newspaper: Tulsa Daily Commerce & Legal News