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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 10-01-2012 , and ending 09-30-2013

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		B Telephone number (see instructions) (918) 584-4711	
City or town, state, and ZIP code TULSA, OK 741195407		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 30,184,011		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) <u>MODIFIED CASH</u> (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	33,818	33,818	33,818	
	4 Dividends and interest from securities.	982,776	982,776	982,776	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	436,220			
	b Gross sales price for all assets on line 6a _____ 436,220				
	7 Capital gain net income (from Part IV , line 2)		436,220		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	46,915		46,915	
	12 Total. Add lines 1 through 11	1,499,729	1,452,814	1,063,509	
	13 Compensation of officers, directors, trustees, etc	220,500	39,690	39,690	180,810
	14 Other employee salaries and wages	50,789	9,142	9,142	41,647
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	11,241	2,248	2,248	8,993
	c Other professional fees (attach schedule)	30,083	30,083	30,083	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	27,484	27,484	27,484	
	19 Depreciation (attach schedule) and depletion	2,027	2,027	2,027	
	20 Occupancy	16,855	3,034	3,034	13,821
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	29,654	3,262	3,262	26,392
	24 Total operating and administrative expenses. Add lines 13 through 23	388,633	116,970	116,970	271,663
	25 Contributions, gifts, grants paid	1,616,734			1,616,734
	26 Total expenses and disbursements. Add lines 24 and 25	2,005,367	116,970	116,970	1,888,397
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-505,638			
	b Net investment income (if negative, enter -0-)		1,335,844		
	c Adjusted net income (if negative, enter -0-)			946,539	

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	78,885	57,620	57,620
	2	Savings and temporary cash investments	793,856	783,790	787,594
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 50,000 Less allowance for doubtful accounts ▶ _____		50,000	50,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	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)	24,226,944	23,704,664	29,288,797
	14	Land, buildings, and equipment basis ▶ 73,205 Less accumulated depreciation (attach schedule) ▶ 73,205	2,027		
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	25,101,712	24,596,074	30,184,011

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	25,101,712	24,596,074	
	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 page 17 of the instructions)	25,101,712	24,596,074	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,101,712	24,596,074	

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	25,101,712
2	Enter amount from Part I, line 27a	2	-505,638
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	24,596,074
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	24,596,074

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			(i) 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	436,220
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 page 18 of 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))	
2011	2,028,044	26,823,595	0 075607	
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	
2	Total of line 1, column (d).		2	0 300341
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 060068
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4	29,022,197
5	Multiply line 4 by line 3.		5	1,743,305
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	13,358
7	Add lines 5 and 6.		7	1,756,663
8	Enter qualifying distributions from Part XII, line 4.		8	1,888,397
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	13,358
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	13,358
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	13,358
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,000	
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	15,000
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	1,642
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,642	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
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)?			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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - 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 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 2012 or the taxable year beginning in 2012 (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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website 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			
16	At any time during calendar year 2012, 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		No
See 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

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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ 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).	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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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 2012?	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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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)?

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?

YesNo

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?

YesNo

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

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 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
See Additional Data Table				

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.

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Part VIII

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

Part IX-A Summary of Direct Charitable Activities

1

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

1 N/A

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	29,275,336
b	Average of monthly cash balances.	1b	188,823
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	29,464,159
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	29,464,159
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	441,962
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,022,197
6	Minimum investment return. Enter 5% of line 5.	6	1,451,110

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	1,451,110
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	13,358
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,358
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,437,752
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,437,752
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	1,437,752

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	1,888,397
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	1,888,397
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	13,358
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,875,039
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,437,752
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	162,904			
b From 2008.				
c From 2009.	185,585			
d From 2010.	381,040			
e From 2011.	714,944			
f Total of lines 3a through e.	1,444,473			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,888,397				
a Applied to 2011, 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 2012 distributable amount.				1,437,752
e Remaining amount distributed out of corpus	450,645			
5 Excess distributions carryover applied to 2012 (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	1,895,118			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				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 2007 not applied on line 5 or line 7 (see instructions).	162,904			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	1,732,214			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.	185,585			
c Excess from 2010.	381,040			
d Excess from 2011.	714,944			
e Excess from 2012.	450,645			

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 2012, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,616,734
b Approved for future payment				
Total			3b	

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	33,818	
4	Dividends and interest from securities. . . .			14	982,776	
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					436,220
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a OIL & GAS _____			15	34,668	
b	MISCELLANEOUS _____					10,783
c	PARTNERSHIPS _____					1,464
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				1,051,262	448,467
13	Total. Add line 12, columns (b), (d), and (e).				13	1,499,729

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation 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 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.			

[illegible]

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.

*****	2014-01-30	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☒ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	MICHAEL K BURKE CPA	MICHAEL K BURKE CPA	2014-02-19		
	Firm's name ☐	BRISCOE BURKE & GRIGSBY LLP 4120 EAST 51ST STREET SUITE 100		Firm's EIN ☐	
	Firm's address ☐	TULSA, OK 741353633		Phone no (918) 749-8337	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A NEW LEAF 2306 SOUTH 1ST PLACE BROKEN ARROW,OK 74012			VOCATIONAL TRAINING	10,000
A POCKET FULL OF HOPE 1325 EAST APACHE TULSA,OK 74106			UPBEAT 360 PROGRAM	10,000
ABILITY RESOURCES 823 S DETROIT ST 110 TULSA,OK 741201235			CASE MGMT/NURSING HOME	7,500
ALZHEINMER'S ASSOC OF OK 6465 S YALE 206 TULSA,OK 741367823			DONOR STEWARDSHIP PROJECT	15,000
AMERICAN RED CROSS 10151 E 11TH ST TULSA,OK 741283005			ASSISTANCE FOR FIRE VICTIMS	15,000
ASSITANCE LEAGUE OF TULSA 3408 E 11TH ST TULSA,OK 74112			OPERATION SCHOOL BELL	16,500
CAMPFIRE USA 706 S BOSTON TULSA,OK 74119			YOUTH DEVELOPMENT	25,000
BIG BROTHERS SISTERS OF OK 3015 ESKELLY DR 211 TULSA,OK 741056354			AMACHI-MENTORING CHILDREN	25,000
CAR CARE CLINIC INC 2547 E ADMIRAL PLACE TULSA,OK 741105331			EQUIP MARS PROGRAM & ADMIN	22,000
CLAREHOUSE 7617 S MINGO RD TULSA,OK 74133			END OF LIFE CARE	10,000
COMMUNITY ACTION PROJECT OF TULSA 4606 S GARNETT TULSA,OK 74146			FOOD BACKPACK PROGRAM	5,000
COMMUNITY FOOD BANK OF EASTERN OK 1304 N KENOSHA TULSA,OK 74106			UNRESTRICTED	10,000
COMMUNITY SHAREHOUSE W 1120 N PEORIA TULSA,OK 74106			ALARM SYSTEM	2,500
CREEK COUNTY LITERACY PROGRAM 15 N POPLAR ST SAPULPA,OK 74066			GEN'L BOOKS & SUPPLIES	10,000
CRIME PREVENTION NETWORK 2121 S COLUMBIA AVE LL8 TULSA,OK 74114			CRIME STOPPERS PROGRAM	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CROSSTOWN LEARNING CENTER 2501 E ARCHER ST TULSA,OK 74110			OPERATING SUPPORT	5,000
DVISCALL RAPE 4300 S HARVARD AVE STE TULSA,OK 741352608			CAPITAL CAMPAIGN	100,000
EASTERN OK DONATED DENTAL SERVICES 3741 S PEORIA TULSA,OK 74105			PROGRAM SUPPORT	10,000
FAMILY SAFETY CENTER 3010 S HARVARD 200 TULSA,OK 74127			CAPITAL RENOVATIONS	25,000
GATESWAY FOUNDATION 1217 E COLLEGE BROKEN ARROW,OK 74012			TRANSITION SCHOOL TO WORK	10,000
GREATER CORNERSTONE COMM DEV 5610 S 41ST WAVE TULSA,OK 74107			OPERATING EXPENSES	12,000
HAPPY HANDS EARLY CHILDHOOD DEV 8801 S GARNETT BROKEN ARROW,OK 74012			EQUIPMENT	11,605
HARVEST HOUSE 1439 E 71ST ST TULSA,OK 74136			PROGRAM SUPPORT	10,000
HEALTH OUTREACH PREVENTION EDUCATIO 3540 E 31ST ST STE 3 TULSA,OK 74135			PROGRAM SUPPORT	10,000
HELPING HANDS MINISTRY 709 S BOSTON AVE TULSA,OK 741191629			PROGRAM SUPPORT	5,000
HOPE HOSPICE OF OK 8291 N OWASSO EXP OWASSO,OK 74055			CHARITABLE CARE PROGRAM	8,000
HOSPICE OF GREEN COUNTRY 2121 S COLUMBIA 200 TULSA,OK 74114			PROGRAM SUPPORT	10,000
IRON GATE 501 S CINCINNATI TULSA,OK 74103			FOOD PROGRAM	10,000
JOHN 316 MISSION 506 N CHEYENNE TULSA,OK 74103			GRANT SUMMER KIDS CAMP	10,000
KIPP TULSA COLLEGE PREP SCHOOL 1661 E VIRGIN ST TULSA,OK 74106			EQUIPMENT & SOFTWARE	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LEGAL AID SERVICES OF OK 907 S DETROIT 725 TULSA,OK 74120			FAMILY LITIGATION/COURT COSTS	12,000
LIFE SENIOR SERVICES 5950 E 31ST STREET TULSA,OK 74135			PACE PROGRAM	125,000
LOLLIPOPS RAINBOWS 5103 S SHERIDAN 670 TULSA,OK 741457627			GRANT PROGRAM SUPPORT	5,000
MENTAL HEALTH ASSOC IN TULSA 1870 S BOULDER TULSA,OK 74119			BUILDING TULSA, BUILDING LIVES	100,000
NEIGHBORS ALONG THE LINE 5000 CHARLES PAGE BLVD TULSA,OK 74127			LITERACY PROGRAM	15,000
OASIS ADULT DAY SERVICES 5525 E 41ST ST 400 TULSA,OK 74135			STAFF SUPPORT	19,750
OKLAHOMA AQUARIUM PO BOX 910 300 AQUARIUM JENKS,OK 74037			SEA TURTLE EXPERIENCE	50,000
ONE HOPE TULSA PO BOX 470807 TULSA,OK 74137			UNRESTRICTED	50,000
PARK FRIENDS 717 S HOUSTON TULSA,OK 74127			LA FORTUNE TENNIS CLUBHOUSE	10,000
PHILBROOK MUSEUM OF ART 2727 S ROCKFORD TULSA,OK 74114			MY MUSEUM PROGRAM	50,000
REBUILDING TOGETHER TULSA PO BOX 52201 TULSA,OK 74152			ROOFING PROGRAM	15,000
RESONANCE 1608 S ELWOOD TULSA,OK 74119			"CHOOSING TO CHANGE" PROGRAM	10,000
RSVP 5756 E 31ST STREET TULSA,OK 74135			OPERATING SUPPORT	20,000
SERTOMA SHOP 222 S MEMORIAL DR TULSA,OK 74112			NEW ROOF	25,000
ST JOHN MEDICAL CENTER FOUND 1923 S UTICA TULSA,OK 74104			STREET PART 2013	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STREET SCHOOL 1135 S YALE AVE TULSA,OK 74112			ALTERNATIVE EDUCATION	15,000
SUTTON AVIAN RESEARCH CENTER PO BOX 2007 BARTLESVILLE,OK 74005			WILDBREW 2013	2,500
TAPV PO BOX 14044 TULSA,OK 741591044			CARE PROGRAM	10,000
THE CENTER 815 S UTICA TULSA,OK 74104			ARP COMPUTER LAB	12,379
SALVATION ARMY 1616 S MAIN TULSA,OK 741194410			SUPPORT PROGRAM	20,000
TOWN COUNTRY SCHOOL INC 8906 E 34TH ST TULSA,OK 74145			PROGRAM SUPPORT	17,500
TRISTESSE GRIEF CENTER 3930 E 31ST ST TULSA,OK 74135			CHILDRENS EDUCATION & INTERVENTION	5,000
TULSA AREA UNITED WAY 1430 S BOULDER TULSA,OK 74119			ANNUAL CAMPAIGN	15,000
TULSA BOYS HOME PO BOX 1101 TULSA,OK 741011101			CAPITAL CAMPAIGN	150,000
TULSA COMM COLLEGE FOUNDATION 6111 E SKELLY DR TULSA,OK 74135			CAPITAL CAMPAIGN	25,000
TULSA COMMUNITY FOUNDATION - PASS 7030 S YALE AVE STE 600 TULSA,OK 74136			501 TECHNET PROGRAM	10,000
TULSA DAY CENTER FOR THE HOMELESS 415 WARCHER TULSA,OK 74103			EVICTON PREVENTION PROGRAM	25,000
TULSA GIRLS ART SCHOOL 2202 E ADMIRAL BLVD TULSA,OK 74110			ART SUPPLIES, FUNDRAISING DINNER	10,000
TULSA HABITAT FOR HUMANITY 6235 E 13TH ST TULSA,OK 74112			HOME BUILDING PROGRAM	35,000
TULSA HISTORICAL SOCIETY 2445 S PEORIA TULSA,OK 74114			ELLISON DOORS FOR THS	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TULSA HISTORICAL SOCIETY 2445 S PEORIA TULSA,OK 74114			HALL OF FAME DINNER 2013	5,000
TULSA HUB 601 W 3RD ST TULSA,OK 74103			EQUIPMENT	15,000
TULSA SPORTS CHARITIES PO BOX 330272 TULSA,OK 74133			PROGRAM SUPPORT	12,500
TULSA ZOO MANAGEMENT 6421 E 36TH STREET NORTH TULSA,OK 74115			RHINO EXHIBIT	250,000
WILL ROGERS MEMORIAL FOUNDATION PO BOX 2606 CLAREMORE,OK 74108			PROGRAM SUPPORT	5,000
YOUTH AT HEART 6026 S SHERIDAN TULSA,OK 74145			SPORTS/REC ENRICHMENT PROGRAMS	15,000
Total			3a	1,616,734

TY 2012 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	11,241	2,248	2,248	8,993

TY 2012 Compensation Explanation**Name:** GRACE & FRANKLIN BERNSEN FOUNDATION**EIN:** 23-7009414

Person Name	Explanation
DONALD E PRAY	
DONALD F MARLAR DECD	
JOHN D STRONG JR	
W BLAND WILLIAMSON	
BARBARA PRAY	

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

TY 2012 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						2,027			

TY 2012 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 2012 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
MERRILL LYNCH-AMER EURO PACIFIC		2,917,795	3,523,343
VANGUARD 500 INDEX FUND		6,510,428	9,511,806
VANGUARD SMALL CAP INDEX FUND		2,183,925	4,444,592
PIMCO ALL ASSETS		2,786,045	2,728,189
DFA EMERGING MARKETS		1,709,360	1,716,116
PIMCO TOTAL RETURN FUND		7,597,111	7,364,751

TY 2012 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	73,205	73,205		

TY 2012 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				
INSURANCE - OFFICE	1,795	197	197	1,598
INSURANCE-EMPLOYEE	13,028	1,433	1,433	11,595
INSURANCE-WORKER'S COMP	506	56	56	450
MISCELLANEOUS BUSINESS EXP	5,121	564	564	4,557
OFFICE SUPPLIES	2,601	286	286	2,315
PARKING	2,592	285	285	2,307
TELEPHONE	4,011	441	441	3,570

TY 2012 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	34,668		34,668
MISCELLANEOUS	10,783		10,783
PARTNERSHIPS	1,464		1,464

**TY 2012 Other Notes/Loans
Receivable Short Schedule**

Name: GRACE & FRANKLIN BERNSEN FOUNDATION
EIN: 23-7009414

Name of 501(c)(3) Organization	Balance Due
NR - GCCDI	50,000

TY 2012 Other Professional Fees Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	30,083	30,083	30,083	

TY 2012 Taxes Schedule**Name:** GRACE & FRANKLIN BERNSEN FOUNDATION**EIN:** 23-7009414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAX	4,041	4,041	4,041	
OTHER	23,443	23,443	23,443	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	18,000	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
BARBARA PRAY  15 W 6TH STREET 1308 TULSA,OK 741195407	TRUSTEE 5 00	40,500	0	0