Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 10-01-2013 , and ending 09-30-2014

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

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

City or town, state or province, country, and ZIP or foreign postal 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)*▶$ 30,890,220

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

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

	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)
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	13,544	13,544	13,544	
4	Dividends and interest from securities	704,931	704,931	704,931	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	833,807			
b	Gross sales price for all assets on line 6a 833,807				
7	Capital gain net income (from Part IV, line 2)		833,807		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	27,546		27,546	
12	**Total.** Add lines 1 through 11	1,579,828	1,552,282	746,021	
13	Compensation of officers, directors, trustees, etc	216,000	38,880	38,880	177,120
14	Other employee salaries and wages	52,028	9,365	9,365	42,663
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	9,172	1,834	1,834	7,337
c	Other professional fees (attach schedule)	30,000	30,000	30,000	
17	Interest				
18	Taxes (attach schedule) (see instructions)	12,165	12,165	12,165	
19	Depreciation (attach schedule) and depletion				
20	Occupancy	16,339	2,941	2,941	13,398
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	29,084	3,196	3,196	25,888
24	**Total operating and administrative expenses.** Add lines 13 through 23	364,788	98,381	98,381	266,406
25	Contributions, gifts, grants paid	1,791,975			1,791,975
26	**Total expenses and disbursements.** Add lines 24 and 25	2,156,763	98,381	98,381	2,058,381
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-576,935			
b	**Net investment income** (if negative, enter -0-)		1,453,901		
c	**Adjusted net income** (if negative, enter -0-)			647,640	

Revenue

Operating and Administrative Expenses

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	57,620	49,913	49,913
	2	Savings and temporary cash investments	783,790	185,583	185,583
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶	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)	23,704,664	23,788,386	30,654,724
	14	Land, buildings, and equipment basis ▶ 73,205			
		Less accumulated depreciation (attach schedule) ▶ 73,205			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	24,596,074	24,023,882	30,890,220
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	24,596,074	24,023,882	
	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)	24,596,074	24,023,882	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	24,596,074	24,023,882	

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	24,596,074
2	Enter amount from Part I, line 27a	2	-576,935
3	Other increases not included in line 2 (itemize) ▶	3	4,743
4	Add lines 1, 2, and 3	4	24,023,882
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	24,023,882

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1a				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	**2**	833,807
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))
2012	1,875,039	29,022,197	0 064607
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

2	**Total** of line 1, column (d).	**2**	0 310929
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 062186
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	**4**	30,001,474
5	Multiply line 4 by line 3.	**5**	1,865,672
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	14,539
7	Add lines 5 and 6.	**7**	1,880,211
8	Enter qualifying distributions from Part XII, line 4.	**8**	2,058,381

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 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	14,539
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	14,539
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	14,539
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	**6a**	8,642		
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	8,642
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	61
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	5,958
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 2014 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		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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see 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 2013 or the taxable year beginning in 2013 (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 |

			Yes	No
16	At any time during calendar year 2013, 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

			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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **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 2013 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 2013.).*	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 2013?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ **Yes** ☑ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). . . . . ☐ **Yes** ☑ **No**

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. . . . . ☐ **Yes** ☑ **No**

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. . . . . ☐ **Yes** ☐ **No**

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . . . **6b** No

If "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? **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
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	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. . . . . ▶

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the 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	30,251,162
b	Average of monthly cash balances			1b	207,187
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	30,458,349
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	30,458,349
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	456,875
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	30,001,474
6	**Minimum investment return.** Enter 5% of line 5			6	1,500,074

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	1,500,074
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,539		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,539
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,485,535
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,485,535
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	1,485,535

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	2,058,381
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	2,058,381
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	14,539
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,043,842

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					1,485,535
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.	185,585				
c From 2010.	381,040				
d From 2011.	714,944				
e From 2012.	450,645				
f **Total** of lines 3a through e.		1,732,214			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,058,381					
a Applied to 2012, 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 2013 distributable amount.					1,485,535
e Remaining amount distributed out of corpus		572,846			
5 Excess distributions carryover applied to 2013 *(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		2,305,060			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		2,305,060			
10 Analysis of line 9					
a Excess from 2009. . . .	185,585				
b Excess from 2010. . . .	381,040				
c Excess from 2011. . . .	714,944				
d Excess from 2012. . . .	450,645				
e Excess from 2013. . . .	572,846				

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 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

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

ALL APPLICATIONS WILL BE CONSIDERED, REGARDLESS OF FORM

c Any submission deadlines

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

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

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,791,975
b *Approved for future payment*				
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	13,544	
4 Dividends and interest from securities. . . .			14	704,931	
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					833,807
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue **a** OIL & GAS			15	31,619	
b MISCELLANEOUS					670
c DEPLETION			15	-4,743	
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				745,351	834,477

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 1,579,828

(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)

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)**		**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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee	Date	Title
******	2015-01-30	******

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
MICHAEL K BURKE CPA		2015-01-30	☐	P00054433

Firm's name ▶ BRISCOE BURKE & GRIGSBY LLP

Firm's EIN ▶ 73-1293012

Firm's address ▶ 4120 EAST 51ST STREET SUITE 100 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 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*				
A NEW LEAF 2306 SOUTH 1ST PLACE BROKEN ARROW, OK 74012			CAPITAL CONSTRUCTION	25,000
A POCKET FULL OF HOPE 1325 EAST APACHE TULSA, OK 74106			UPBEAT 360 PROGRAM	10,000
ALZHEINMER'S ASSOC OF OK 6465 S YALE 206 TULSA, OK 741367823			UNRESTRICTED GRANT	5,000
ARTS HUMANITIES COUNCIL OF TULSA 101 E ARCHER ST TULSA, OK 74103			UNRESTRICTED PROGRAM SUPPORT	10,000
ASSITANCE LEAGUE OF TULSA 3408 E 11TH ST TULSA, OK 74112			OPERATION SCHOOL BELL	15,000
BROKEN ARROW NEIGHBORS 322 WEST BROADWAY AVENUE BROKEN ARROW, OK 74012			CAPITAL CAMPAIGN	50,000
CAR CARE CLINIC INC 2547 E ADMIRAL PLACE TULSA, OK 741105331			10,000 LB LIFT	2,900
CHILD ABUSE NETWORK 2829 S SHERIDAN ROAD TULSA, OK 74129			CAPITAL EQUIPMENT NEEDS	18,703
COMM FOOD BANK OF EASTERN OK 1304 N KENOSHA ST TULSA, OK 74106			UNRESTRICTED	5,000
COMMUNITY ACTION PROJECT OF TULSA 4606 S GARNETT TULSA, OK 74146			EDUCATIONAL PATHWAY PROGRAM	5,000
CROSSTOWN LEARNING CENTER 2501 E ARCHER ST TULSA, OK 74110			CAPITAL CONSTRUCTION	200,000
CROSSTOWN LEARNING CENTER 2501 E ARCHER ST TULSA, OK 74110			CAPITAL CAMPAIGN CHALLENGE	16,448
DAYSPRING VILLA PO BOX 1588 SAND SPRINGS, OK 74063			DARK 2 LIGHT CAPITAL CAMPAIGN	75,000
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
Total . . . . ▶ **3a**				1,791,975

Form 990PF Part XV Line 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*				
EMERGENCY INFANT SERVICES 222 SOUTH HOUSTON AVENUE TULSA, OK 74127			UNRESTRICTED	10,000
FAMILY CHILDREN'S SERVICES 2325 S HARVARD AVENUE TULSA, OK 74114			COMMUNITY IN CRISIS CAMPAIGN	50,000
GIRL SCOUTS OF EASTERN OKLAHOMA 2432 E 51ST ST TULSA, OK 74105			CAPITAL CAMPAIGN	100,000
GOLIFE MOBILE MEDICAL INC 6130 E 32ND ST SUITE 117 TULSA, OK 74135			TRAINING FOR NURSE	2,500
GOOD SAMARITAN HEALTH SERVICES PO BOX 1191 TULSA, OK 74101			OPHLTHALMONOLOGY PROGRAM	10,000
HAPPY HANDS EDUCATION CENTER 8801 S GARNETT ROAD BROKEN ARROW, OK 74012			EQUIPMENT/SUPPLIES	12,500
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			EMPOWERED 4 LIFE PROGRAM	10,000
HELPING HANDS MINISTRY 709 S BOSTON AVE TULSA, OK 741191629			BASIC NEEDS PROGRAM	10,000
HOSPICE OF GREEN COUNTRY 2121 S COLUMBIA 200 TULSA, OK 74114			PROGRAMS & SERVICES	10,000
INDIAN NATIONS BOYS SCOUTS OF AMER 4295 SOUTH GARNETT ROAD TULSA, OK 74146			SCOUT OUTREACH PROGRAMS 2014	10,000
IRON GATE 501 S CINCINNATI TULSA, OK 74103			FOOD PROGRAM	20,000
JENKS COMMUNITY FOOD BANK 324 S AQUARIUM DR JENKS, OK 740374148			HAVC	8,000
KIPP TULSA COLLEGE PREP SCHOOL 1661 E VIRGIN ST TULSA, OK 74106			EQUIPMENT & SOFTWARE	13,924
LEGAL AID SERVICES OF OK 907 S DETROIT 725 TULSA, OK 74120			MEDICAL/LEGAL AID FOR CHILDREN'S FAM	12,000
Total . . . . ▶ 3a				1,791,975

Form 990PF Part XV Line 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*				
LIFE SENIOR SERVICES 5950 E 31ST STREET TULSA,OK 74135			PACE PROGRAM	100,000
LOLLIPOPS RAINBOWS 5103 S SHERIDAN 670 TULSA,OK 741457627			GRANT PROGRAM SUPPORT	5,000
MYASTHENIA GRAVIS FOUNDATION OF AM 4606 EAST 67TH ST TULSA,OK 74136			PROGRAMS AND SERVICES	5,000
OKLAHOMA PROJECT WOMAN 2727 EAST 21ST ST 602 TULSA,OK 74114			PROGRAM SUPPORT	10,000
OPERATION AWARE 7226 EAST 41ST STREET TULSA,OK 74145			PROJECT RESTORE	10,000
PALMER CONTINUUM OF CARE INC 5319 S LEWIS AVE 219 TULSA,OK 74105			AN EVENING WITH THE PIONEER WOMAN	2,500
PHILBROOK MUSEUM OF ART 2727 S ROCKFORD TULSA,OK 74114			MY MUSEUM PROGRAM	20,000
PLANNED PARENTHOOD AR E OK 1007 S PEORIA AVE TULSA,OK 74120			PREVENTION EDUCATION PROGRAM	5,000
REBUILDING TOGETHER TULSA PO BOX 52201 TULSA,OK 74152			ROOFING PROGRAM	15,000
RSVP 5756 E 31ST STREET TULSA,OK 74135			PROGRAM SUPPORT	10,000
SERTOMA SHOP 222 S MEMORIAL DR TULSA,OK 74112			HVAC	25,000
SOUTH TULSA COMMUNITY HOUSE 5780 S PEORIA AVE TULSA,OK 74105			CAPITAL CONSTRUCTION	25,000
ST JOHN MEDICAL CENTER FOUND 1923 S UTICA TULSA,OK 74104			STREET PART 2014	2,500
THE CHILDREN'S CENTER 6800 NORTHWEST 39TH EXPRE BETHANY,OK 73008			EXPANSION PROJECT	50,000
THE FIRST TEE OF TULSA 5223 E 41ST ST N TULSA,OK 74115			2014 PROGRAM	10,000
Total . . . . ▶ **3a**				1,791,975

Form 990PF Part XV Line 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*				
THE HOSPITALITY HOUSE OF TULSA 1135 S VICTOR AVE TULSA,OK 74104			FAMILY LODGING SUPPORT	10,000
THE LITTLE LIGHT HOUSE 5120 E 36TH ST TULSA,OK 74135			CAPITAL CONSTRUCTION	100,000
THE SALVATION ARMY 1616 S MAIN TULSA,OK 74119			UNRESTRICTED	25,000
TULSA AREA UNITED WAY 1430 S BOULDER TULSA,OK 74119			ANNUAL CAMPAIGN	15,000
TULSA AREA UNITED WAY 1430 S BOULDER TULSA,OK 74119			GREATER CORNERSTONE COMM DEV PROJECT	10,000
TULSA BALLET THEATRE 1212 EAST 45TH PLACE TULSA,OK 74105			EDUCATION & OUTREACH PROGRAMS	10,000
TULSA BOTANICAL GARDEN 3900 TULSA BOTANIC DR TULSA,OK 74127			UNRESTRICTED	100,000
TULSA BOYS' HOME 2727 S 137TH W AVE SAND SPRINGS,OK 74063			CAPITAL CAMPAIGN	150,000
TULSA CARES 3507 E ADMIRAL PLACE TULSA,OK 74115			FOOD & HEALTH PROGRAM	20,000
TULSA CHILDREN'S MUSEUM 560 N MAYBELLE AVE TULSA,OK 74127			DISCOVERY LAB	25,000
TULSA COUNTY MEDICAL SOCIETY FOUNDA 5315 S LEWIS AVENUE TULSA,OK 74105			PROJECT TCMS	15,000
TULSA DAY CENTER FOR THE HOMELESS 415 W ARCHER TULSA,OK 74103			CASE MGMT PROGRAM	20,000
TULSA GIRLS ART SCHOOL 2202 E ADMIRAL BLVD TULSA,OK 74110			ART SUPPLIES	10,000
TULSA HISTORICAL SOCIETY 2445 S PEORIA TULSA,OK 74114			HALL OF FAME DINNER 2014	10,000
TULSA OPERA 1610 S BOULDER AVE WEST TULSA,OK 74119			UNRESTRICTED	10,000
Total . . . . ▶ **3a**				1,791,975

Form 990PF Part XV Line 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*				
TULSA SPORTS CHARITIES PO BOX 330272 TULSA,OK 74133			ANNUAL DINNER AND GOLF	5,000
UNIVERSITY OF TULSA 800 S TUCKER DR TULSA,OK 74104			MIXED USE DORMITORY/ACADEMIC BLD	100,000
VOICES OF OKLAHOMA PO BOX 722635 NORMAN,OK 73072			PROGRAM SUPPORT	10,000
YOUTH AT HEART 6026 S SHERIDAN TULSA,OK 74153			SALARY/SUPPLIES/TRAVEL	15,000
Total . . . . ▶ **3a**				1,791,975

TY 2013 Accounting Fees Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING/REVIEW	9,172	1,834	1,834	7,337

TY 2013 Compensation Explanation

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

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

TY 2013 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 2013 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		2,760,643	3,521,217
VANGUARD 500 INDEX FUND		5,790,104	9,931,520
VANGUARD SMALL CAP INDEX FUND		1,895,003	4,162,931
PIMCO ALL ASSETS		2,936,105	2,764,011
DFA EMERGING MARKETS		1,709,360	1,779,379
PIMCO TOTAL RETURN FUND		8,697,171	8,495,666

TY 2013 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 2013 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	1,269	140	140	1,129
INSURANCE-EMPLOYEE	13,590	1,495	1,495	12,095
INSURANCE-WORKER'S COMP	445	49	49	396
MISCELLANEOUS BUSINESS EXP	5,245	577	577	4,668
OFFICE SUPPLIES	1,882	203	203	1,679
PARKING	2,474	272	272	2,202
TELEPHONE	4,041	445	445	3,596
TRAVEL & CONFERENCE	138	15	15	123

TY 2013 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	31,619		31,619
MISCELLANEOUS	670		670
DEPLETION	-4,743		-4,743

TY 2013 Other Increases Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Description	Amount
DEPLETION	4,743

TY 2013 Other Notes/Loans Receivable Short Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

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

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491041005165

TY 2013 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	30,000	30,000	30,000	

TY 2013 Taxes Schedule

Name: GRACE & FRANKLIN BERNSEN FOUNDATION

EIN: 23-7009414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAX	4,031	4,031	4,031	
OTHER	8,134	8,134	8,134	

NOTICE CONCERNING ANNUAL RETURN OF PRIVATE FOUNDATION

Under Section 6104

of the Internal Revenue Code

Notice is hereby given that the 2013 Annual Return for the fiscal year ended September 30, 2014 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: 1/23/2015

Name of the newspaper: Tulsa Business & Legal News