

Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2014, or tax year beginning 10-01-2014, and ending 09-30-2015

Name of foundation: GRACE & FRANKLIN BERNSEN FOUNDATION. A Employer identification number: 23-7009414. B Telephone number: (918) 584-4711. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$28,417,008. J Accounting method: Other (specify) MODIFIED CASH.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements of 1,814,378 and Excess of revenue over expenses of -850,268.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	49,913	30,822	30,822		
	<b>2</b>	Savings and temporary cash investments . . . . .	185,583	263,251	263,251		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .					
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ 18,820 Less accumulated depreciation (attach schedule) ▶ _____ 18,820					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	23,788,386	28,451,791	28,122,935		
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ 73,205 Less accumulated depreciation (attach schedule) ▶ _____ 73,205					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	24,023,882	28,745,864	28,417,008			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .		1,694			
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		1,694			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .	24,023,882	28,744,170			
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds						
<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	24,023,882	28,744,170				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	24,023,882	28,745,864				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	24,023,882
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-850,268
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	5,570,811
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	28,744,425
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	255
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	28,744,170

**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)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	242,248
<b>3</b> 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		<b>3</b>	-27,948

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,866,365	30,001,474	0.062209
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

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.324050
<b>3</b> 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	<b>3</b>	0.064810
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	<b>4</b>	29,169,047
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	1,890,446
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	9,325
<b>7</b> Add lines 5 and 6.	<b>7</b>	1,899,771
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	1,814,378

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	18,650
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	18,650
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	18,650
<b>6</b>	Credits/Payments		
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	329
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	18,979
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>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.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> . . . . .	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OK _____		
<b>b</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? <i>If "No," attach explanation.</i>	Yes	
<b>9</b> 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .		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 DAVID ZEMEL 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 . . . . . 15
16 At any time during calendar year 2014, 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 Yes No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country

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.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2014? 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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 2014 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 2014.). 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 2014? 4b No

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . . <b>5b</b></p> <p>Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/></p> <p><b>c</b> 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? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <b>6b</b> <span style="float:right"><b>No</b></span> If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . <b>7b</b></p>	
---	--

**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. . . . .

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . **▶**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	29,388,829
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	224,417
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	29,613,246
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	29,613,246
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	444,199
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	29,169,047
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	1,458,452

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	1,458,452
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5. . . . .	<b>2a</b>	18,650
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	18,650
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	1,439,802
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	1,439,802
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	1,439,802

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	1,814,378
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,814,378
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	1,814,378

**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 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				1,439,802
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .				
<b>b</b> Total for prior years 20__ , 20__ , 20__				
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .	185,585			
<b>b</b> From 2010. . . . .	381,040			
<b>c</b> From 2011. . . . .	714,944			
<b>d</b> From 2012. . . . .	450,645			
<b>e</b> From 2013. . . . .	572,846			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	2,305,060			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>1,814,378</u>				
<b>a</b> Applied to 2013, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2014 distributable amount. . . . .				1,439,802
<b>e</b> Remaining amount distributed out of corpus	374,576			
<b>5</b> Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,679,636			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	185,585			
<b>9</b> <b>Excess distributions carryover to 2015.</b> Subtract lines 7 and 8 from line 6a . . . . .	2,494,051			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . .	381,040			
<b>b</b> Excess from 2011. . . .	714,944			
<b>c</b> Excess from 2012. . . .	450,645			
<b>d</b> Excess from 2013. . . .	572,846			
<b>e</b> Excess from 2014. . . .	374,576			

**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 2014, 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			<b>(e) Total</b>
	<b>(a) 2014</b>	<b>(b) 2013</b>	<b>(c) 2012</b>	<b>(d) 2011</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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	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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 1,531,448
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b>



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

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

Table with 4 columns: (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 [x] No

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here
Signature of officer or trustee: \*\*\*\*\*
Date: 2016-08-30
Title: \*\*\*\*\*
May the IRS discuss this return with the preparer shown below (see instr)? [ ] Yes [x] No

Paid Preparer Use Only
Print/Type preparer's name: MICHAEL K BURKE CPA
Preparer's Signature
Date: 2016-09-01
Check if self-employed: [x]
PTIN: 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 IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
PIMCO ALL ASSETS	P	2014-05-08	2014-10-21
PIMCO TOTAL RETURN	P	2014-05-08	2014-10-21
PIMCO ALL ASSETS	P	2012-05-15	2014-10-20
PIMCO TOTAL RETURN FUND	P	2012-03-06	2014-10-20
PIMCO ALL ASSETS ALL AUTHORITY	P	2012-05-15	2014-10-21
PIMCO TOTAL RETURN FUND	P	2012-03-06	2014-10-21
VANGUARD INSTL INDEX FD	P	2012-02-17	2014-11-12
VANGUARD SMALL CAP INDEX	P	2012-02-17	2014-11-12
VANGUARD INSTL INDEX FD	P	2012-02-17	2015-03-05
VANGUARD SMALL CAP INDEX ADMIRAL	P	2012-02-17	2015-03-05

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
144,312		153,300	-8,988
1,103,938		1,122,898	-18,960
1,383,406		1,468,089	-84,683
4,280,106		4,349,643	-69,537
1,237,630		1,314,716	-77,086
3,170,181		3,224,630	-54,449
349,821		196,896	152,925
50,149		21,451	28,698
500,513		273,004	227,509
250,461		103,642	146,819

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-8,988
			-18,960
			-84,683
			-69,537
			-77,086
			-54,449
			152,925
			28,698
			227,509
			146,819

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

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
DONALD E PRAY 15 WEST 6TH ST 1308 TULSA,OK 74119	TRUSTEE 5 00	54,000	0	0
MELISSA EASTERLING 15 WEST 6TH ST 1308 TULSA,OK 74119	TRUSTEE 5 00	31,500	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

**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)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN RED CROSS TULSA CHAPTER 10151 E 11ST STREET TULSA,OK 74128			FIRE VICTIM PROGRAM	10,000
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			COMPUTERS & PRINTERS	11,500
NEIGHBORD ALONG THE LINE 5000 CHARLES PAGE BLVD TULSA,OK 74127			LITERACY PROGRAM	15,000
ASSITANCE LEAGUE OF TULSA 3408 E 11TH ST TULSA,OK 74112			OPERATION SCHOOL BELL	10,000
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			CHALLENGE	15,000
CHILD ABUSE NETWORK 2829 S SHERIDAN ROAD TULSA,OK 74129			CAPITAL CAMPAIGN	50,000
COMM FOOD BANK OF EASTERN OK 1304 N KENOSHA ST TULSA,OK 74106			FOOD PANTRY TRUCK/UNRESTRICTED	20,000
COMMUNITY ACTION PROJECT OF TULSA 4606 S GARNETT TULSA,OK 74146			ESL PROGRAM	5,000
TULSA HUB 601 W 3RD ST TULSA,OK 74103			EDUCATION AND EQUIPMENT	15,000
CROSSTOWN LEARNING CENTER 2501 E ARCHER ST TULSA,OK 74110			CAPITAL CAMPAIGN CHALLENGE	150,000
DILLON INTERNATIONAL 7335 S LEWIS AVE 302 TULSA,OK 74136			PARTNERS FOR CHILDREN PROGRAM	10,000
DVISCALL RAPE 4300 S HARVARD AVE STE TULSA,OK 741352608			CAPITAL CAMPAIGN	100,000
TULSA COMMUNITY FOUNDATION 7030 S YALE AVE 600 TULSA,OK 74136			501 TECHNET PROGRAM	10,000
<b>Total . . . . .</b>			<b>3a</b>	1,531,448



**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)				
<b>a</b> <i>Paid during the year</i>				
EMERGENCY INFANT SERVICES 222 SOUTH HOUSTON AVENUE TULSA,OK 74127			RELSCI DONOR PROJECT	6,000
YMCA OF GREATER TULSA 420 S MAIN ST SUITE 200 TULSA,OK 74103			CAPITAL CAMPAIGN - TANDY YMCA	25,000
PARENT CHILD CENTER OF TULSA 1421 S BOSTON AVENUE TULSA,OK 74119			CAPITAL CONSTRUCTION THERAPY ROOMS	41,361
CRISIS PREGNANCY OUTREACH 7807 E 76TH ST TULSA,OK 74133			COMPUTER AND FURNITURE	10,100
GREATER CORNESTONE COMM DEV PROJECT 4122 W 55TH PLACE TULSA,OK 74107			UNRESTRICTED	5,000
HAPPY HANDS EDUCATION CENTER 8801 S GARNETT ROAD BROKEN ARROW,OK 74012			EQUIPMENT	11,395
HARVEST HOUSE 1439 E 71ST ST TULSA,OK 74136			PROGRAM SUPPORT	12,000
YWCA 1910 S LEWIS AVE STE 200 TULSA,OK 741045724			PRINTERS, SOFTWARE, INSTALLATION	14,945
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			TELEPHONE SYSTEM	11,809
CAMP FIRE USA 706 S BOSTON AVENUE TULSA,OK 74119			EQUIPMENT	10,000
MEALS ON WHEELS 12620 E 31ST ST TULSA,OK 74146			BREAKFAST PROGRAM	12,000
YOUTH SERVICES OF TULSA 311 S MADISON TULSA,OK 74120			COMMUNITY INTERVENTION CENTER	50,000
HOSPITALITY HOUSE OF TULSA 1135 S VICTOR AVE TULSA,OK 74104			HOUSING SUPPORT	10,000
JOHN 316 MISSION 575 N 39TH WEST AVENUE TULSA,OK 74127			HOUSING SUPPORT	10,000
<b>Total . . . . .</b>			<b>▶ 3a</b>	1,531,448

**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)				
<b>a</b> <i>Paid during the year</i>				
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
SOUTH PEORIA NEIGHBORHOOD HOUSE 5780 S PEORIA AVENUE TULSA,OK 74105			PROPERTY AND RENOVATION	25,000
OKLAHOMA PROJECT WOMAN 2727 EAST 21ST ST 602 TULSA,OK 74114			FAMILY MEDICAL LODGING	10,000
ST JOHN'S CNTR FOR SPIRITUAL FRMTN 5840 S MEMORIAL DR 305 TULSA,OK 74145			DISCRETIONARY GRANT	5,000
PARKINSON FOUNDATION OF OK 1831 E 71ST ST TULSA,OK 74136			LOUD CROWD PROGRAM	5,400
RESONANCE CENTER FOR WOMEN 1608 S ELWOOD AVENUE TULSA,OK 74119			LOFT APARTMENT RENTAL	13,200
PLANNED PARENTHOOD ARE OK 1007 S PEORIA AVE TULSA,OK 74120			PREVENTION EDUCATION PROGRAM	5,000
REBUILDING TOGETHER TULSA PO BOX 52201 TULSA,OK 74152			PROGRAM SUPPORT	15,000
STAND IN THE GAP INC 3939 S HARVARD AVE 120 TULSA,OK 74135			WIDOWS PROGRAM	10,000
STREET SCHOOL 1135 S YALE AVE TULSA,OK 74112			THERAPEUTIC COUNSELING PROGRAM	20,000
JUNIOR ACHIEVEMENT OF OK 3947 S 103RD E AVENUE TULSA,OK 74146			PROGRAM UPDATES - JA USA	10,000
ST JOHN MEDICAL CENTER FOUND 1923 S UTICA TULSA,OK 74104			2015 STREET PARTY	2,500
ST JOHN MEDICAL CENTER FOUND 1923 S UTICA TULSA,OK 74104			RIVERSIDE CLINIC	60,000
THE CHILDREN'S CENTER 6800 NORTHWEST 39TH EXPRE BETHANY,OK 73008			CAPITAL CAMPAIGN	100,000
<b>Total . . . . .</b>			<b>▶ 3a</b>	1,531,448

**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)				
<b>a</b> <i>Paid during the year</i>				
TOWN COUNTRY SCHOOL INC 8906 E 34TH ST TULSA,OK 74145			ALL WESTHER COPY	25,000
THE PENCIL BOX PO BOX 52631 TULSA,OK 74152			PROGRAM SUPPLIES	10,000
CREEK COUNTY LITERACY PROGRAM 15 N POPLAR ST SAPULPA,OK 74066			COMPUTER LAB	5,938
BISHOP KELLEY HIGH SCHOOL 3905 S HUDSON AVENUE TULSA,OK 74135			ANNUAL FUND	5,000
TULSA AREA UNITED WAY 1430 S BOULDER TULSA,OK 74119			ANNUAL CAMPAIGN	15,000
TULSA COMMUNITY COLLEGE 909 S BOSTON AVENUE TULSA,OK 74119			SIGNATURE SYMPHONY	5,000
TULSA BALLET THEATRE 1212 EAST 45TH PLACE TULSA,OK 74105			ANNUAL OPERATIONS	10,000
TULSA BOTANICAL GARDEN 3900 TULSA BOTANIC DR TULSA,OK 74127			UNRESTRICTED	100,000
TULSA COMM COLLEGE FOUNDATION 909 S BOSTON AVENUE TULSA,OK 74119			PASS PROGRAM	5,000
TULSA COMM COLLEGE FOUNDATION 909 S BOSTON AVENUE TULSA,OK 74119			VISION AWARDS DINNER	5,000
TULSA CHILDREN'S MUSEUM 560 N MAYBELLE AVE TULSA,OK 74127			CHALLENGE	20,000
OKLAHOMA CENTER FOR COMM AND JUSTIC 100 W 5TH STREET TULSA,OK 74103			UNRESTRICTED	5,000
TULSA DAY CENTER FOR THE HOMELESS 415 WARCHER TULSA,OK 74103			CASE MGMT PROGRAM	15,000
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 2015	10,000
<b>Total . . . . .</b>				1,531,448

**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)				
<b>a</b> <i>Paid during the year</i>				
RIVER PARKS FOUNDATION 2424 E 21ST ST SUITE 300 TULSA,OK 74114			PARK PATROL PROGRAM	5,000
VOLUNTEER TULSA INC PO BOX 4196 TULSA,OK 741590196			BUILDING COMMUNITY PROGRAM	5,000
UNIVERSITY OF TULSA 800 S TUCKER DR TULSA,OK 74104			HARDESTY HALL	100,000
VOLUNTEER TULSA INC PO BOX 4196 TULSA,OK 741590196			EMERGENCY ASSISTANCE	5,000
TULSA ZOO MANAGEMENT 6421 E 36TH ST N TULSA,OK 74115			GRANT LOST KINGDOM	50,000
CLAREHOUSE 7617 S MINGO RD TULSA,OK 74133			PROGRAM SUPPLIES	10,400
CORNESTONE COMMUNITY CENTER 4122 W 55TH PLACE TULSA,OK 74107			DEVELOPMENT PROGRAM	2,900
<b>Total . . . . .</b>			<b>3a</b>	1,531,448

## TY 2014 Accounting Fees Schedule

**Name:** GRACE & FRANKLIN BERNSEN FOUNDATION

**EIN:** 23-7009414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	9,702	1,940	1,940	7,762

## TY 2014 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 2014 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	3,289,415
VANGUARD 500 INDEX FUND		5,320,204	8,852,966
VANGUARD SMALL CAP INDEX FUND		1,769,911	3,790,494
PIMCO ALL ASSETS			
DFA EMERGING MARKETS		1,709,360	1,416,731
PIMCO TOTAL RETURN FUND			
DODGE & COX FUND		8,558,000	8,229,143
WELLS FARGO ADVTG.		2,766,000	2,544,186
MARKET ADJUSTMENT - INVESTMENTS		5,567,673	

**TY 2014 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 2014 Other Decreases Schedule**

**Name:** GRACE & FRANKLIN BERNSEN FOUNDATION

**EIN:** 23-7009414

Description	Amount
PY CHANGE IN FUND BALANCES	255

## TY 2014 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	1,304	143	143	1,161
INSURANCE - EMPLOYEES	7,983	878	878	7,105
INSURANCE - WORKER'S COMP	455	50	50	405
OFFICE SUPPLIES	2,632	290	290	2,342
PARKING	2,094	230	230	1,864
TELEPHONE	5,019	552	552	4,467
OPERATIONS	33	4	4	28

# TY 2014 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	20,915		20,915
MISCELLANEOUS	9,618		9,618
PARTNERSHIP INCOME	4,193		4,193
DEPLETION	-3,137		-3,137

**TY 2014 Other Increases Schedule****Name:** GRACE & FRANKLIN BERNSEN FOUNDATION**EIN:** 23-7009414

<b>Description</b>	<b>Amount</b>
UNREALIZED GAIN/LOSS	5,567,674
DEPLETION TAKEN ON ROYALTIES	3,137

## TY 2014 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	30,650	30,650	30,650	

# TY 2014 Taxes Schedule

**Name:** GRACE & FRANKLIN BERNSEN FOUNDATION

**EIN:** 23-7009414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAX	3,998	3,998	3,998	
OTHER	13,053	13,053	13,053	