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EXTENSION ATTACHED

PRIOR PC

C&E 946

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.

▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

ENVELOPE POSTMARK DATE NOV

Name of foundation ALICE BARBERIS CHARITABLE TRUST 130505019	**A** Employer identification number 86-6236362
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1620 — Room/suite	**B** Telephone number (see instructions) 918-619-1526
City or town, state or province, country, and ZIP or foreign postal code TULSA, OK 74101-1620	**C** If exemption application is pending, check here ▶ ☐ 6
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 04 ☐ 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 ▶ ☐

Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	61,209.	34,805.	34,807.
	2 Savings and temporary cash investments			
	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 ▶ NONE			
	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) STMT 5	1,465,343.	913,194.	984,925.
	c Investments - corporate bonds (attach schedule) STMT 15	8,170.	624,625.	623,017.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,534,722.	1,572,624.	1,642,749.
Liabilities	17 Accounts payable and accrued expenses	8,106.		
	18 Grants payable	51,370.		
	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)	59,476.	NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 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	1,475,246.	1,572,624.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,475,246.	1,572,624.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,534,722.	1,572,624.	

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	1,475,246.
2	Enter amount from Part I, line 27a	2	151,987.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,627,233.
5	Decreases not included in line 2 (itemize) ▶ TIMING	5	54,609.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,572,624.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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)
1 a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a	1,612,284.		1,453,608.	158,676.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				158,676.
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	158,660.
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 N/A

(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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016			
2015			
2014			
2013			
2012			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4,106.
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	NONE
3	Add lines 1 and 2	3	4,106.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,106.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 6,500.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	6,500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	127.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,267.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 2,267. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 17 Telephone no. ▶

Located at ▶ ZIP+4 ▶

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 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	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 2017?	1c		X
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
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 2017 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			

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

			Yes	No
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 4945(d)(4)(A)? 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		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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
BOKF, N.A. 6242 EAST 41ST, TULSA, OK 74135	TRUSTEE	2,021.	-0-	-0-
CHARLES L. FLETT 4683 CHANDLERS FORDE, SARASOTA, FL 34235	PRIOR TRUSTEE	6,841.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	1,535,973.
b	Average of monthly cash balances	1b	49,856.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,585,829.
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	NONE
3	Subtract line 2 from line 1d	3	1,585,829.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,787.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,562,042.
6	**Minimum investment return.** Enter 5% of line 5	6	78,102.

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	78,102.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	4,106.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,106.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	73,996.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	73,996.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	73,996.

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	54,685.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	54,685.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	54,685.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				73,996.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			NONE	
b Total for prior years 20___,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012 NONE				
b From 2013 NONE				
c From 2014 NONE				
d From 2015 NONE				
e From 2016 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 54,685.				
a Applied to 2016, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2017 distributable amount				54,685.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2016 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				19,311.
7 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)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2013 NONE				
b Excess from 2014 NONE				
c Excess from 2015 NONE				
d Excess from 2016 NONE				
e Excess from 2017 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating

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*				
ST CATHERINE OF SIENA CATHOLIC CHURCH 4200 FEDERAL BLVD. DENVER CO 80211	NONE	PC	GENERAL SUPPORT	10,274.
LITTLE SISTERS OF THE POOR 3629 W 29TH AVE DENVER CO 80211	NONE	PC	GENERAL SUPPORT	15,411.
DOMINICAN SISTERS OF THE SICK/POOR 2501 GAYLORD ST DENVER CO 80205	NONE	PC	GENERAL SUPPORT	15,411.
ST LOUIS CATHOLIC CHURCH 902 GRANT AVE LOUISVILLE CO 80277	NONE	PC	GENERAL SUPPORT	10,274.
Total . . . . ▶ 3a				51,370.
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					
4 Dividends and interest from securities			14	65,074.	
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			18	158,660.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b			14	1,367.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				225,101.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 225,101.

(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.)
	NOT APPLICABLE

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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) is based on all information of which preparer has any knowledge

Signature of officer or trustee | 11/14/2018 Date | VICE PRESIDENT Title

BOKF, N.A., TRUSTEE

May the IRS discuss this return with the preparer shown below? See instructions ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER REVENUE	66,420.	65,054.
CAVANAL HILL US TREASURY-INST #0052	5.	5.
CAVANAL HILL US TREAS-SEL #0082		
ACCRUED MARKET DISCOUNT	16.	16.
TOTAL	66,441.	65,075.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,100.			1,100.
TOTALS	1,100.	NONE	NONE	1,100.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		383.	383.
	TOTALS	383.	383.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INVESTMENT EXPENSE -	157.	157.
INVESTMENT MGMT FEES-SUBJECT T	11,242.	11,242.
TOTALS	11,399.	11,399.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EATON CORP PLC	5,045.	5,136.
INGERSOLL-RAND PLC	2,767.	2,861.
JOHNSON CTLS INTL PLC NPV	5,456.	5,180.
AERCAP HOLDINGS NV	4,788.	4,893.
ACS ACTIVIDADES DE CONSTRUCCIO	3,644.	3,933.
AIRBUS SE	2,111.	2,193.
BAE SYSTEMS PLC -SPON ADR	2,205.	2,046.
CRH PLC - SPONSORED ADR	1,423.	1,371.
CSX CORP	3,016.	3,191.
CANADIAN NATL RAILWAY CO	1,473.	1,491.
CHINA EASTERN AIRLINES CORP LT	1,434.	2,060.
CONTROLADORA VUELA COMPANIA DE	1,330.	882.
DEUTSCHE POST AG-SPON ADR	1,438.	1,527.
EQUIFAX INC	2,448.	2,594.
GATX CORP	1,494.	1,502.
GENERAL ELECTRIC CO	11,364.	9,259.
WW GRAINGER INC	3,674.	4,725.
HONEYWELL INTERNATIONAL INC	8,029.	10,428.
HUNTINGTON INGALLS INDUSTRIES	3,009.	3,064.
ILLINOIS TOOL WORKS	2,397.	2,682.
KOMATSU LTD -SPONS ADR	1,911.	2,425.
LOCKHEED MARTIN CORP		134.
MITSUBISHI ELECTRIC CORP ADR	1,439.	1,528.
MITSUBISHI ESTATE-UNSPON ADR	2,209.	2,175.
NORTHROP GRUMMAN CORP	4,065.	4,297.
REPUBLIC SERVICES INC	1,598.	1,631.
ROCKWELL COLLINS INC	3,304.	3,391.
RYANAIR HOLDINGS PLC	1,408.	1,354.
RYDER SYSTEM INC	1,268.	1,263.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SMC CORP ADR	1,442.	1,667.
SNAP-ON INC	2,249.	2,615.
UNION PACIFIC CORP	8,285.	10,460.
UNITED PARCEL SERVICE-CL B	5,750.	5,719.
UNITED TECHNOLOGIES CORP	8,338.	9,057.
VALEO SA - SPON ADR	1,447.	1,458.
WOODWARD INC	1,741.	1,684.
IHS MARKIT LTD	2,816.	2,890.
APTIV PLC	3,644.	3,733.
NIELSEN HOLDINGS PLC	1,653.	1,456.
AMAZON.COM INC	21,132.	25,728.
BIG LOTS INC	1,146.	1,241.
BORGWARNER INC	1,716.	1,686.
BRIDGESTONE CORP-UNSPONS ADR	1,446.	1,465.
CARMAX INC	1,996.	1,667.
CARNIVAL PLC-ADR	1,412.	1,458.
CHINA LODGING GROUP LTD ADR	1,466.	1,733.
CHIPOTLE MEXICAN GRILL - CL A	3,021.	2,890.
COMCAST CORP-CL A	11,253.	12,936.
DR HORTON INC	2,149.	2,707.
DARDEN RESTAURANTS INC	1,276.	1,536.
THE WALT DISNEY CO	6,329.	6,826.
FACTSET RESEARCH SYSTEMS INC	916.	964.
FAST RETAILING CO LTD	2,226.	2,472.
FIRSTCASH INC	1,574.	1,686.
GKN PLC SPON ADR	1,443.	1,335.
GROUP 1 AUTOMOTIVE INC	668.	639.
HOME DEPOT INC	4,851.	7,202.
LENNAR CORP-CL A	4,967.	5,755.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LIBERTY MEDIA-C GROUP	3,950.	3,450.
MAGNA INTERNATIONAL INC-CL A	1,456.	1,530.
NETEASE INC	1,365.	1,725.
NIKE INC -CL B	413.	502.
PANDORA A /S NPV	1,439.	1,607.
PAYPAL HOLDINGS INC	4,370.	5,006.
PERSIMMON PLC ADR	1,442.	1,482.
POLARIS INDUSTRIES INC	5,415.	6,323.
RENAULT SA	1,450.	1,471.
SECOM LTD -UNSPONSORED ADR	2,204.	2,265.
STARBUCKS CORP	2,486.	2,642.
TJX COMPANIES INC	2,208.	2,294.
TATA MOTORS LTD-SPON	2,206.	2,282.
TEMPUR SEALY INTERNATIONAL, IN	4,912.	4,639.
TORAY INDUSTRIES-ADR	3,705.	3,471.
TWENTY-FIRST CENTURY FOX INC -	1,484.	1,945.
YUM CHINA HOLDINGS INC	4,325.	4,282.
AKZO NOBEL NV-SPON ADR	1,441.	1,374.
ALLEGHENY TECHNOLOGIES INC	625.	604.
ARCELORMITTAL LUXEMBOURG NPV	2,213.	2,682.
ARKEMA - SPONSORED ADR	1,473.	1,463.
BHP BILLITON PLC - ADR	3,290.	3,708.
BAYER AG-SPONSORED ADR	2,315.	2,123.
CABOT CORP	809.	862.
EASTMAN CHEMICAL COMPANY	1,276.	1,305.
ECOLAB INC	4,612.	5,114.
HEXCEL CORP	1,638.	1,732.
MONSANTO CO	3,835.	3,737.
PPG INDUSTRIES INC	7,824.	8,177.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PRAXAIR INC	2,821.	2,939.
KONINKLIJKE DSM NV ADR	2,198.	2,559.
SCOTTS MIRACLE-GRO CO-CL A	1,585.	1,712.
SHANGHAI PECHEM	1,457.	1,368.
SONOCO PRODUCTS CO	1,235.	1,275.
TECK COMINCO LTD - CLASS B	1,433.	1,830.
AMBEV SA ADR	2,246.	2,183.
ANHEUSER-BUSCH INBEV SPN ADR	9,224.	8,590.
ARCHER-DANIELS-MIDLAND CO	3,367.	3,206.
BRITISH AMERICAN TOB-SP ADR	3,304.	3,446.
CVS HEALTH CORPORATION	5,021.	4,495.
CARLSBERG B ADR	2,206.	2,403.
CARREFOUR SA	2,214.	2,343.
COCA-COLA CO/THE	2,693.	3,074.
COSTCO WHOLESALE CORP	3,689.	4,281.
COTY INC CL A	2,155.	2,566.
DANONE - SPONS ADR	827.	874.
DIAGEO PLC-SPONSORED ADR	1,187.	1,314.
ESSILOR INTL-ADR	2,239.	2,485.
GENERAL MILLS INC	4,201.	4,802.
MCCORMICK & CO-NON VTG SHRS	2,487.	2,561.
NESTLE SA-SPONS ADR FOR REG	5,393.	5,418.
PEPSICO INC	4,361.	4,834.
PHILIP MORRIS INTERNATIONAL	8,323.	10,245.
SEVEN & I HOLDINGS-UNSPN ADR	2,225.	2,370.
UNILEVER PLC-SPONSORED ADR	1,444.	1,384.
UNITED NATURAL FOODS INC	1,305.	1,577.
WH GROUP LTD	1,452.	1,534.
ALLERGAN PLC	7,396.	5,889.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ICON PLC	1,477.	1,458.
JAZZ PHARMACEUTICALS PLC	1,487.	1,347.
MEDTRONIC PLC	9,348.	9,989.
ALEXION PHARMACEUTICALS INC	4,822.	4,186.
BARD (C.R.) INC	2,559.	2,652.
BIO-RAD LABORATORIES-CL A	1,342.	1,432.
BIOGEN INC	5,689.	5,734.
CIGNA CORP	3,459.	3,656.
CELGENE CORP	9,616.	7,410.
CENTENE CORP	2,033.	2,118.
DANAHER CORP	3,992.	5,020.
DENTSPLY SIRONA INC	5,237.	6,196.
GILEAD SCIENCES INC	3,150.	2,722.
HOLOGIC INC	1,615.	1,838.
JOHNSON & JOHNSON	14,820.	15,509.
MCKESSON CORP	3,377.	3,438.
OTSUKA HOLDINGS CO LTD ADR	2,202.	2,416.
PFIZER INC	5,227.	6,339.
REGENERON PHARMACEUTICALS	4,554.	3,760.
ROCHE HOLDINGS LTD-SPONS ADR	2,468.	2,435.
SANOFI	1,449.	1,247.
SHIRE PLC ADR	3,077.	3,102.
SMITH & NEPHEW PLC -SPON ADR	2,190.	2,101.
THERMO FISHER SCIENTIFIC INC	6,595.	8,361.
UNITEDHEALTH GROUP INC	6,960.	7,716.
VAREX IMAGING CORP	1,257.	1,366.
ZOETIS INC	5,027.	5,691.
ANTERO RESOURCES CORP	735.	684.
CNOOC LTD-ADR	1,497.	1,579.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CANADIAN NATURAL RESOURCES	2,233.	2,372.
CHENIERE ENERGY INC	1,757.	1,938.
CHEVRON CORP	945.	1,002.
EOG RESOURCES INC	3,295.	3,669.
GULFPORT ENERGY CORP	375.	332.
MOL MAGYAR OLAJ-ES GAZIPARI MO	1,219.	1,291.
NEWFIELD EXPLORATION CO	997.	1,040.
OCCIDENTAL PETROLEUM CORP	2,148.	2,456.
LUKOIL PJSC	1,416.	1,603.
PIONEER NATURAL RESOURCES CO	3,829.	4,321.
ROYAL DUTCH SHELL PLC-ADR A	2,257.	2,468.
SCHLUMBERGER LTD	20,079.	19,751.
TOTAL SA-SPON ADR	1,731.	2,296.
AMDOCS LTD	1,040.	1,051.
ACCENTURE PLC-A	8,871.	10,104.
CHECK POINT SOFTWARE TECH	1,389.	1,243.
NXP SEMICONDUCTOR NV	1,473.	1,522.
ACXIOM HLDGS INC USD 0.1	1,823.	1,847.
ADOBE SYSTEMS INC	5,041.	5,958.
ADVANCED SEMICONDUCTOR E-ADR	1,437.	1,503.
AKAMAI TECHNOLOGIES	7,275.	9,366.
ALPHABET INC CL C	8,587.	9,418.
ALPHABET INC CL A	12,759.	13,694.
ANSYS INC	2,121.	2,509.
APPLE INC COM	13,679.	17,092.
ARROW ELECTRONICS INC	1,392.	1,367.
AUTODESK INC	2,607.	2,411.
BAIDU INC SPONS ADR REPSTG ORD	4,714.	4,450.
BLACK KNIGHT INC	1,805.	1,898.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CAPGEMINI SE	1,453.	1,449.
DXC TECHNOLOGY CO	3,334.	3,611.
EBAY INC	6,143.	5,963.
FACEBOOK INC-A	11,871.	12,176.
FIDELITY NATIONAL INFO SVCS, I	4,945.	5,002.
FISERV INC	3,097.	3,147.
GLOBAL PAYMENTS INC	2,050.	2,105.
INFINEON TECHNOLOGIES-ADR	1,447.	1,536.
INTUIT INC	3,408.	3,787.
JABIL INC	1,533.	1,365.
MICROSOFT CORP	8,018.	10,778.
MONOLITHIC POWER SYSTEMS INC	2,063.	2,139.
MURATA MANUFACTURING-UNSPON AD	1,432.	1,309.
ON SEMICONDUCTOR CORPORATION	2,866.	3,141.
ORACLE CORP	3,858.	3,735.
PANASONIC CORP-SPON ADR	3,313.	3,339.
RED HAT INC	5,053.	5,405.
SPLUNK INC	3,153.	3,976.
TAIWAN SEMICONDUCTOR-SP ADR	1,460.	1,507.
TELEDYNE TECHNOLOGIES INC	1,790.	1,993.
TEXAS INSTRUMENTS INC	7,340.	9,504.
VMWARE INC- CL A	3,104.	3,509.
WIPRO LTD ADR	1,439.	1,400.
WORKDAY INC-A	3,686.	3,663.
XILINX INC	1,706.	1,618.
DUKE ENERGY CORP	5,321.	5,215.
E.ON SE -SPONSORED ADR	2,212.	2,100.
ENGIE ADR	2,215.	2,255.
KOREA ELEC POWER CORP-SP ADR	1,435.	1,505.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WEC ENERGY GROUP INC	1,200.	1,262.
XCEL ENERGY INC	3,395.	3,490.
KDDI CORPORATION	1,435.	1,357.
NIPPON TELEGRAPH & TELE-ADR	1,453.	1,506.
ORANGE SPON ADR	2,215.	2,366.
PALO ALTO NETWORKS	4,195.	4,203.
KONINKLIJKE KPN NV - SPON ADR	2,202.	2,231.
SK TELECOM CO LTD-ADR	1,445.	1,619.
TURKCELL ILETISIM HIZMET-ADR	1,464.	1,581.
AON PLC	4,703.	4,288.
CHUBB LTD	6,581.	7,929.
AIA GROUP LTD	2,207.	2,524.
AFFILIATED MANAGERS GROUP	4,766.	5,131.
ALLIANZ SE	1,439.	1,472.
AMERICAN EXPRESS CO	6,311.	6,852.
AXA -SPONS ADR	3,651.	3,594.
BANCO BILBAO VIZCAYA-SP ADR	2,208.	2,151.
BLACKROCK INC	5,131.	6,678.
CBRE GROUP INC	2,030.	2,295.
CK HUTCHISON HOLDINGS LTD	2,214.	2,172.
CITIGROUP INC	16,899.	18,528.
DBS GROUP HOLDINGS-SPON ADR	3,617.	4,314.
DNB ASA SPONSORED ADR	2,203.	2,027.
DEUTSCHE BOERSE AG-UNSPN ADR	2,281.	2,476.
EATON VANCE CORP	1,150.	1,297.
GOLDMAN SACHS GROUP INC	15,994.	16,814.
GRUPO FINANCIERO SANTANDER MEX	1,441.	1,071.
HSBC HOLDINGS PLC-SPONS ADR	2,229.	2,324.
HORACE MANN EDUCATORS	1,271.	1,420.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTERCONTINENTAL EXCHANGE, INC	2,441.	2,477.
INTESA SANPAOLO SPON ADR	2,222.	2,095.
JPMORGAN CHASE & CO	16,251.	21,923.
JULIUS BAER GROUP LTD ADR	2,205.	2,275.
KB FINANCIAL GROUP INC-ADR	1,434.	1,748.
KASIKORNBANK PCL	1,450.	1,595.
KASIKORNBANK PCL	1,684.	1,815.
LLOYDS TSB GROUP PLC -SP ADR	2,240.	2,314.
MANULIFE FINANCIAL CORP	1,432.	1,481.
METLIFE INC	2,761.	3,691.
MORGAN STANLEY	6,687.	7,136.
NASDAQ INC	3,110.	3,088.
ORIX - SPONSORED ADR	1,461.	1,526.
PNC FINANCIAL SERVICES GROUP	6,297.	6,782.
PRUDENTIAL FINANCIAL INC	2,580.	2,760.
RAYMOND JAMES FINANCIAL INC	2,060.	2,143.
REINSURANCE GROUP OF AMERICA	1,835.	2,027.
SCHWAB (CHARLES) CORP	4,401.	5,086.
SCOR-SPONSORED ADR	1,442.	1,365.
STATE STREET CORP	3,229.	3,333.
STERLING BANCORP	1,180.	1,181.
SUMITOMO MITSUI FINANCIAL GROU	3,324.	3,737.
SYNCHRONY FINANCIAL	413.	502.
THE TRAVELERS COMPANIES INC	4,683.	5,182.
US BANCORP	6,934.	7,058.
VISA INC-CLASS A SHARES	11,253.	13,454.
WELLS FARGO & COMPANY	6,233.	6,856.
AMERICAN TOWER CORP COM REIT	2,741.	4,158.
BOSTON PROPERTIES INC REIT	1,223.	1,308.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MEDICAL PROPERTIES TRUST INC	933.	995.
SBA COMMUNICATIONS CORP REIT	3,457.	3,921.
TOTALS	913,194.	984,925.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LM WESTERN ASSET SMASH-EC #093	124,540.	118,256.
LM WESTERN ASSET SMASH-C #0937	47,896.	47,799.
LM WESTERN ASSET SMASH-M #0936	140,503.	140,632.
CITIGROUP INC	9,295.	9,482.
GENERAL ELEC CAPITAL CORP	9,143.	9,243.
GOLDMAN SACHS GROUP INC	15,866.	15,934.
JPMORGAN CHASE & CO	12,759.	12,840.
MORGAN STANLEY	6,043.	6,149.
WELLS FARGO & COMPANY	9,158.	9,201.
ENTERPRISE PRODUCTS OPER	6,130.	6,154.
MICROSOFT CORP	12,243.	12,686.
VERIZON COMMUNICATIONS INC	12,381.	12,406.
US TREAS BOND @ 3.000% 05/15/2	12,287.	12,652.
US TREAS BOND @ 2.500% 02/15/2	12,942.	13,459.
US TREAS NOTE @ 2.125% 09/30/2	6,071.	6,037.
US TRS INF INDX @ 1.000% 02/15	6,272.	6,430.
US TRS INF INDX @ 0.125% 01/15	6,360.	5,959.
FNMA @ 1.125% DUE 10/19/2018	24,933.	24,933.
FNMA @ 6.625% DUE 11/15/2030	5,684.	5,659.
FHLMC @ 3.750% DUE 03/27/2019	15,502.	15,500.
FHLMC GOLD POOL #G08702	822.	1,008.
FHLMC GOLD POOL #G08737	16,972.	17,823.
FNMA POOL #MA3008	23,835.	25,227.
FNMA POOL #MA3058	14,712.	14,982.
FNMA POOL #MA3148	37,752.	37,744.
FNMA POOL #MA3182	12,256.	12,363.
GNMA POOL #416558	159.	162.
BP CAPITAL MARKETS PLC	12,483.	12,535.
SHELL INTERNATIONAL FIN	9,626.	9,762.

ALICE BARBERIS CHARITABLE TRUST 130505019 86-6236362

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TOTALS	624,625.	623,017.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: BOKF, N.A.
aka BANK OF OKLAHOMA
ADDRESS: 6242 EAST 41ST STREET SOUTH
TULSA, OK 74135

TELEPHONE NUMBER: (918)619-1526