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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2009

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning _____ **, 2009, and ending** _____

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	THE MARY OAKLEY FOUNDATION, INC. 585 TREE TOP LANE THOUSAND OAKS, CA 91360-2455	A Employer identification number 77-0391113 B Telephone number (see the instructions) 805-494-5137
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 12,659,914.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

	Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	303.	303.	303.	
	4 Dividends and interest from securities	416,413.	416,413.	416,413.	
	5a Gross rents	235,681.	235,681.	235,681.	
	b Net rental income or (loss)	191,141.			
	6a Net gain/(loss) from sale of assets not on line 10	-55,424.			
	b Gross sales price for all assets on line 6a	3,577,702.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		596,973.	652,397.	652,397.	
A D M I N I S T R A T I V E E X P E N D I T U R E S	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	7,242.	1,811.	1,810.	3,621.
	c Other prof fees (attach sch) SEE ST 2	825.	206.	206.	413.
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 3	8,770.	2,193.	2,192.	4,385.
	19 Depreciation (attach sch) and depletion	36,181.	18,091.	18,091.	
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) SEE STATEMENT 4	38,563.	9,641.	9,638.	19,284.	
24 Total operating and administrative expenses. Add lines 13 through 23	91,581.	31,942.	31,937.	27,703.	
25 Contributions, gifts, grants paid PART XV	592,768.			592,768.	
26 Total expenses and disbursements. Add lines 24 and 25	684,349.	31,942.	31,937.	620,471.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-87,376.				
b Net investment income (if negative, enter -0-).		620,455.			
c Adjusted net income (if negative, enter -0-)			620,460.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments	206,506.	1,286,934.	1,286,934.	
	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 the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)	8,457,005.	7,415,367.	7,357,995.	
	11	Investments — land, buildings, and equipment basis	1,767,907.			
	Less: accumulated depreciation (attach schedule) SEE STMT 5	531,307.	1,268,683.	1,236,600.	2,857,898.	
12	Investments — mortgage loans					
13	Investments — other (attach schedule)	1,154,388.	1,152,985.	1,152,985.		
14	Land, buildings, and equipment basis	62,352.				
	Less: accumulated depreciation (attach schedule) SEE STMT 6	58,248.	8,202.	4,104.	4,102.	
15	Other assets (describe SEE STATEMENT 7)			2.		
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		11,094,784.	11,095,992.	12,659,914.	
LIABILITIES	17	Accounts payable and accrued expenses	3,306.	11,829.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		3,306.	11,829.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	11,091,478.	11,084,163.		
30	Total net assets or fund balances (see the instructions)		11,091,478.	11,084,163.		
31	Total liabilities and net assets/fund balances (see the instructions)		11,094,784.	11,095,992.		

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	11,091,478.
2	Enter amount from Part I, line 27a	2	-87,376.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	123,566.
4	Add lines 1, 2, and 3	4	11,127,668.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 9	5	43,505.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	11,084,163.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
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 1,843,457.		1,847,993.	-4,536.
b 1,734,245.		1,785,133.	-50,888.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-4,536.
b			-50,888.
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	-55,424.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	-4,536.
If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8			

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	578,680.	10,881,347.	0.053181
2007	504,933.	9,806,265.	0.051491
2006	456,988.	9,061,745.	0.050430
2005	464,740.	7,952,120.	0.058442
2004	385,026.	7,818,683.	0.049244
2 Total of line 1, column (d)			2 0.262788
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.052558
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 12,094,352.
5 Multiply line 4 by line 3			5 635,655.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,205.
7 Add lines 5 and 6			7 641,860.
8 Enter qualifying distributions from Part XII, line 4			8 620,471.

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 the instructions)

1 a 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 instr.)			
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		1	12,409.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	12,409.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	12,409.
6 Credits/Payments:			
a 2009 estimated tax prmts and 2008 overpayment credited to 2009	6a	5,600.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,809.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 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>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
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>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>▶ MARYOAKLEYFOUNDATION.ORG</u>	X		
14	The books are in care of <u>▶ DR. WILLIAM STIVELMAN</u> Telephone no. <u>▶ 805-494-5137</u> Located at <u>▶ 585 TREE TOP LANE, THOUSAND OAKS CA</u> ZIP + 4 <u>▶ 91360-2455</u>			
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. <u>▶ 15</u>	N/A		N/A

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
1 a 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>▶</u> <input type="checkbox"/>	1 b	N/A
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 2009?	1 c	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>▶ 20__ , 20__ , 20__ , 20__ .</u>		
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 the instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>▶ 20__ , 20__ , 20__ , 20__ .</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 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 2009)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

5b N/A

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b X

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

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 N/A

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
WILLIAM STIVELMAN 585 TREE TOP LANE THOUSAND OAKS, CA 91360	PRESIDENT 0	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ **0**

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 THIS FOUNDATION PROVIDES FUNDING FOR THE CARE OF INDIGENT ALZHEIMERS PATIENTS. THE FOUNDATION PROVIDES RESIDENTIAL CARE THROUGH 4 DIFFERENT FACILITES. 15 PEOPLE WERE ASSISTED IN 2009.	408,518.
2 RESPITE GRANTS ARE MONIES STPENDED TO INDIVIDUALS REUIRING ASSISTANCE WHEN FAMILIES CANNOT PROVIDE CARE THEMSELVES BECAUSE OF PRESSING NEEDS OUTSIDE THE HOME. 15,512 HOURS OF ADULT DATCARE WAS PROVIDED IN 2009.	70,750.
3 THE FOUNDATION SUPPORTED RESEARCH AT THE UNIVERSITY OF CALIFORNIA ON SENESCENT DISEASE.	70,000.
4 THE FOUNDATION SUPPORTS RESEARCH FOR CARE OF THE ELDERLY THROUGH THE ESTELLE DOHENY EYE FOUNDATION.	40,000.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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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	8,166,991.
b Average of monthly cash balances	1b	577,351.
c Fair market value of all other assets (see instructions)	1c	3,534,188.
d Total (add lines 1a, b, and c)	1d	12,278,530.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	12,278,530.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	184,178.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,094,352.
6 Minimum investment return. Enter 5% of line 5	6	604,718.

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	604,718.
2a Tax on investment income for 2009 from Part VI, line 5	2a	12,409.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	12,409.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	592,309.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	592,309.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	592,309.

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	620,471.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	620,471.
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	620,471.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				592,309.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,785.			
b From 2005	74,648.			
c From 2006	12,764.			
d From 2007	24,350.			
e From 2008	45,445.			
f Total of lines 3a through e	158,992.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 620,471.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				592,309.
e Remaining amount distributed out of corpus	28,162.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	187,154.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	1,785.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	185,369.			
10 Analysis of line 9:				
a Excess from 2005	74,648.			
b Excess from 2006	12,764.			
c Excess from 2007	24,350.			
d Excess from 2008	45,445.			
e Excess from 2009	28,162.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a 'Assets' alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)
NONE

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
NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed.

SEE STATEMENT 10

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 11				
Total			▶ 3a	592,768.
b Approved for future payment				
Total			▶ 3b	

THE MARY OAKLEY FOUNDATION, INC.

77-0391113

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES .	\$ 7,242.	\$ 1,811.	\$ 1,810.	\$ 3,621.
TOTAL	<u>\$ 7,242.</u>	<u>\$ 1,811.</u>	<u>\$ 1,810.</u>	<u>\$ 3,621.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	\$ 825.	\$ 206.	\$ 206.	\$ 413.
TOTAL	<u>\$ 825.</u>	<u>\$ 206.</u>	<u>\$ 206.</u>	<u>\$ 413.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ARIZONA TAX BOARD	\$ 8,610.	\$ 2,153.	\$ 2,152.	\$ 4,305.
CALIFORNIA TAX	160.	40.	40.	80.
TOTAL	<u>\$ 8,770.</u>	<u>\$ 2,193.</u>	<u>\$ 2,192.</u>	<u>\$ 4,385.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO	\$ 147.	\$ 37.	\$ 37.	\$ 73.
COMMUNICATIONS	4,313.	1,078.	1,078.	2,157.
EQUIPMENT RENTAL & MAINTENANCE	4,513.	1,128.	1,128.	2,257.
FEES	50.	13.	12.	25.
INSURANCE	4,725.	1,181.	1,181.	2,363.
INSURANCE	7,985.	1,996.	1,996.	3,993.
MEETINGS	439.	110.	110.	219.
OUTSIDE SERVICES	354.	89.	88.	177.
POSTAGE	825.	206.	206.	413.
RENTAL EXPENSES	12,457.	3,114.	3,114.	6,229.
STORAGE	1,737.	434.	434.	869.
SUPPLIES	1,018.	255.	254.	509.
TOTAL	<u>\$ 38,563.</u>	<u>\$ 9,641.</u>	<u>\$ 9,638.</u>	<u>\$ 19,284.</u>

THE MARY OAKLEY FOUNDATION, INC.

77-0391113

STATEMENT 5
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BUILDINGS	\$ 1,251,244.	\$ 531,307.	\$ 719,937.	\$ 1,250,000.
LAND	516,663.		516,663.	1,607,898.
TOTAL	<u>\$ 1,767,907.</u>	<u>\$ 531,307.</u>	<u>\$ 1,236,600.</u>	<u>\$ 2,857,898.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FURNITURE AND FIXTURES	\$ 38,597.	\$ 34,493.	\$ 4,104.	\$ 0.
MACHINERY AND EQUIPMENT	23,755.	23,755.	0.	4,102.
TOTAL	<u>\$ 62,352.</u>	<u>\$ 58,248.</u>	<u>\$ 4,104.</u>	<u>\$ 4,102.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ROUNDING.	\$ 2.	
TOTAL	<u>\$ 2.</u>	<u>\$ 0.</u>

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNRELATED BUSINESS TAXABLE INCOME		\$ 123,566.
TOTAL		<u>\$ 123,566.</u>

STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

FEDERAL TAX EXPENSE		\$ 43,459.
NON-DEDUCTIBLE EXPENSE ..		46.
TOTAL		<u>\$ 43,505.</u>

THE MARY OAKLEY FOUNDATION, INC.

77-0391113

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
 NAME:
 CARE OF:
 STREET ADDRESS:
 CITY, STATE, ZIP CODE:
 TELEPHONE:
 FORM AND CONTENT:

DEBORAH DUNN
 LIAISON, MARY OAKLEY FOUNDATION
 2969 GLEN ALBYN DRIVE, SUITE A
 SANTA BARBARA, CA 93105

FILL OUT APPLICATION AND SUBMIT TO MOF. APPLICATIONS WILL THEN BE ASSESSED FOR VERACITY OF FISCAL INDIGENCY, MEDICAL DIAGNOSIS AND SUITABILITY FOR PLACEMENT. THE APPLICATIONS WILL THEN GO BEFORE THE APPROPRIATE ASSESSMENT AND ADJUDICATION COMMITTEE FOR FORMAL RECOMMENDATION, AT WHICH TIME IT WILL BE SENT TO THE MOF BOARD WITH THE COMMITTEE'S RECOMMENDATIONS.

SUBMISSION DEADLINES:
 RESTRICTIONS ON AWARDS:

TO QUALIFY FOR ASSISTANCE FROM THE MARY OAKLEY FOUNDATION, AN INDIVIDUAL APPLICANT MUST:

1. HAVE A DIAGNOSIS OF ALZHEIMER'S DISEASE OR A RELATED DEMENTIA.
2. BE INDIGENT. (NOT OWN A HOME, CAR OR HAVE SUBSTANTIAL OTHER ASSETS)
3. QUALIFY FOR AND BE ISSUED A MEDI-CAL NUMBER.
4. BE A LONG TERM RESIDENT OF SANTA BARBARA, VENTURA OR SAN LUIS OBISPO COUNTIES, STATE OF CALIFORNIA.

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
SEE ATTACHED STATEMENT , CA			ASSIST INDIGENT ADULTS WITH ALZHEIMER'S DISEASE OR OTHER DEMENTIA BY PROVIDING RESIDENTIAL CARE. 10 PEOPLE ASSISTED IN 2008.	\$ 408,518.
REGENTS OF THE UNIV OF CALIF 405 N. HILGARD AVENUE LOS ANGELES, CA 90024			TO SUPPORT RESEARCH INTO SENESENT DISEASE PROCESSES.	70,000.

THE MARY OAKLEY FOUNDATION, INC.

77-0391113

STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FRIENDSHIP CENTER 83 EUCALYPTUS LANE SANTA BARBARA, , CA 93108		501C3	PROVIDES FUNDS FOR ADULT DAY CARE OF PERSONS WITH DEMENTIA FOR THE PURPOSE OF ASSISTING THEM AND THEIR CAREGIVERS.	\$ 70,750.
ESTELLE DOHENY EYE FOUNDATION 1355 SAN PABLO STREET LOS ANGELES, CA 90033		501C3	RESEARCH REGARDING THE OPTIC NERVE OF PERSONS WITH ALZHEIMER'S DISEASE.	40,000.
JEWISH WELFARE FEDERATION 524 CHAPALA ST. SANTA BARBARA, CA 93101			PROVIDE EDUCATION TO THE PUBLIC ON THE CARE OF A LOVED ONE WITH ALZHIEMER'S DISEASE.	3,500.
			TOTAL \$	<u>592,768.</u>

Mary Oakley Foundation, Inc.
Schedule of Care Recipients
For the Year Ended 12/31/2009
77-0391113

FORM 990-PF, PART XV, LINE 3a
NAMES OF RECIPIENTS

The Foundation provided grants totalling \$479,268 to fund the care of the indigent Alzheimer's patients at four different licensed residential care facilities in the Santa Barbara area. Following are the names of the individuals who benefited under this program

Castaneda, Claudia
Holly, Gladys
Kline, Martha
Sieruga, Rozalia
Sipos, Barbara
Wilson, Julie
Angell, Grace
Bolduan, Margret
Hernandez, Delia D.
McFadden, Evangeline
Montes, Linda
Phillips, Mary
Morgans, Gladys
Reynolds, Maurine
McArthur, Dorothy

MARY OAKLEY FOUNDATION
 REALIZED GAINS AND LOSSES
 DECEMBER 31, 2009
 TIN# 77-0391113

990 PF Schedule for Part IV

Short Term

UNITS	DESCRIPTION	DATE ACQ	DATE SOLD	BASIS	PROCEEDS	GAIN/ LOSS
74,000	FHLMC 3102 AB	03/24/09	12/15/09	795	671	(124)
50,000	FHLMC 3180 JP	11/19/08	04/15/09	1,849	1,841	(7)
100,000	GNMA 06-35 GM	03/12/09	08/20/09	6,153	5,347	(806)
42,000	GNMA 07-53 KG	04/14/09	10/20/09	42,425	42,000	(425)
71,000	GNMA 07-59 KC	03/23/09	08/20/09	57,418	56,881	(538)
750,000	GNMA 08-35 QB	various	03/20/09	756,585	751,870	(4,715)
207,000	GNMA 08-35 QB	03/23/09	11/23/09	154,438	152,540	(1,898)
112,000	GNMA 08-35 QD	08/27/09	12/21/09	113,685	112,000	(1,685)
125,000	GNMA 08-53 PB	various	05/08/09	125,390	127,995	2,605
480,000	GNMA 08-53 PY	various	03/10/09	485,090	489,595	4,505
100,000 00	GNMA 08-53 YA	01/01/09	11/23/09	17,193	16,717	(476)
86,000 00	GNMA 08-69 DG	03/23/09	08/20/09	86,973	86,000	(973)

Total Short Term 1,847,993 1,843,457 (4,536)

Long Term

UNITS	DESCRIPTION	DATE ACQ	DATE SOLD	BASIS	PROCEEDS	GAIN/ LOSS
25,000	FHLMC 2791 JH	01/16/07	03/02/09	24,294	24,808	514
15,000	FHLMC 2810 KA	11/21/06	03/02/09	8,020	8,199	179
100,000	FHLMC 2836 DX	09/21/04	06/15/09	8,623	5,930	(2,693)
317,000	FHLMC 2881 TP	11/17/04	04/15/09	11,896	8,720	(3,176)
14,000	FNMA 05-100 MA	11/09/06	03/02/09	8,497	8,702	205
140,000	GNMA 04-72 LH	09/23/04	07/21/09	5,978	2,466	(3,512)
41,000	GNMA 06-33 GH	07/21/06	07/21/09	24,903	24,481	(422)
50,000	GNMA 06-35 GM	07/31/06	08/20/09	3,077	2,673	(403)
50,000	GNMA 06-56 YD	10/26/06	08/20/09	3,739	3,287	(452)
48,000	GNMA 07-10 DB	various	08/20/09	36,553	35,818	(735)
67,000	GNMA 07-10 WE	various	08/20/09	28,984	28,139	(845)
80,000	GNMA 07-28 QC	various	06/29/09	78,810	81,595	2,785
100,000	GNMA 07-53 KG	various	10/20/09	102,015	100,000	(2,015)
57,000	GNMA 07-59 KB	10/22/07	07/21/09	50,966	50,096	(870)
25,000	GNMA 07-60 GD	09/28/07	05/21/09	1,095	587	(508)
20,000	GNMA 07-61 TA	10/15/07	02/24/09	1,936	1,678	(258)
540,000	GNMA 08-11 DG	02/21/08	04/06/09	541,384	544,585	3,201
20,000	GNMA 08-31 DG	05/28/08	12/21/09	635	737	102
190,000	GNMA 08-35 QB	various	11/23/09	140,935	140,013	(923)
600,000	GNMA 08-35 TD	various	11/23/09	448,996	442,146	(6,850)
610,000	GNMA 08-4 UA	01/22/08	07/21/09	14,588	6,941	(7,648)
700,000	GNMA 08-6 HD	various	12/21/09	16,281	2,251	(14,030)
225,000	GNMA 08-61 QA	08/07/08	12/21/09	56,725	54,475	(2,250)
250,000	GNMA 08-69 DJ	08/05/08	12/21/09	110,539	108,031	(2,508)
110,000	GNMA 08-79 JG	various	12/21/09	48,729	47,887	(843)
	FHR 3070 VN 6% 12/15/20	various	12/31/09	3,915	0	(3,915)
	GNMA 06-38 WA	various	12/31/09	3,021	0	(3,021)

1,785,133 1,734,245 (50,888)

990 PF II LINE 10C
MARY OAKLEY FOUNDATION
INVESTMENT DETAIL
DECEMBER 31, 2009
TIN# 77-03911113

CUSIP	DESCRIPTION	BASIS	FMV
		12/31/09	12/31/09
21075WDQ5	CONTIMORTG TR 1996-4-A8	8,391	5,260
312903VF1	FHLMC 139-G	1,853	2,167
312906NA4	FHLMC 1112-G	2,817	2,789
3133T5TC7	FHLMC 1740-D	1,634	1,801
3133T7JS9	FHLMC 1865-PE	15,543	16,382
31340YMC0	FED HM LN REMIC 37-D	453	598
31358UMV5	FNMA G 93 15H	13,812	14,341
31359EYT2	FNMA 93 199PX	2,101	2,275
31359FAMO	FNMA 93 208K	36,323	36,901
31359LLV5	FNMA G 1A DD	856	1,099
31359W3B5	FNR 99-51-DB	18,541	15,749
31392E6F2	FNMA 02-67-PE	101,250	103,770
31392HB69	FNMA 03-9-EB	24,126	24,943
31392JUW7	FNMA 03-18-TB	250,625	238,060
31393BGN9	FNMA 03-33 PG	103,755	100,479
31393BL86	FNMA 03-35-UC	33,508	30,071
31393CDT7	FNMA 03-34 GK	306,407	307,153
31393CQH9	FNMA 03-55 HY	670,640	684,333
31393CYY3	FNMA 03-46 DA	127,422	130,583
31393J6X1	FHLMC 2549-TE	1,038	465
31393NK57	FHLMC 2590 OA	360,185	355,498
31393TGY6	FNMA 03-81 YB	51,005	50,059
31393UJW4	FNMA 03-122 KA	28,134	29,015
31393WYN3	FHLMC 2638 JP	265,783	259,325
31393XT64	FNMA 04-30 CK	10,301	10,620
31393YYE9	FNMA 04-45 KE	18,540	19,086
31394BP99	FNMA 04-99 CY	17,289	16,956
31394C6E7	FNMA 05-30 VB	309,390	306,444
31394CBE1	FNMA 05-3 KA	301,442	296,032
31394CNB4	FNMA 05-16 JB	14,825	13,300
31394CVT6	FNMA 05-20 DB	15,056	14,745
31394E2N7	FNMA 05-68 GA	79,929	80,114
31394E3Z9	FNMA 05-88 BC	142,685	142,531
31394ELD8	FNMA 05-61 TQ	67,833	63,811
31394FNP6	FNMA 05-78 JK	6,431	6,885
31394FQX6	FNMA 05-80 TU	65,579	66,951
31394FRC1	FNMA 05-80 AK	150,818	153,901
31394J6P7	FHLMC 2681 PG	54,622	40,443
31394NVL9	FHLMC 2733 YY	85,850	85,483
31394TRHO	FHLMC 2762 XC	50,273	50,868
31394XPM2	FHLMC 2780 JA	63,103	67,422
31395AAK1	FHLMC 2818 JP	36,818	37,018
31395BXE8	FNMA 06-25 KA	7,056	7,085
31395CWV9	FHLMC 2827 JA	46,561	42,493
31395DNC9	FNMA 06-34 PD	75,414	79,849
31395HZZ6	FHLMC 2886 HE	51,568	51,275
31395J5L6	FHLMC 2881 BB	91,415	91,245
31395KZR7	FHLMC 2918 YK	17,340	16,424
31395TJS4	FHLMC 2957 CG	14,554	15,018
31395TN42	FHLMC 2963 QC	13,962	12,629

990 PF II LINE 10C
 MARY OAKLEY FOUNDATION
 INVESTMENT DETAIL
 DECEMBER 31, 2009
 TIN# 77-03911113

CUSIP	DESCRIPTION	BASIS	FMV
		12/31/09	12/31/09
31395U6P1	FHLMC 2981 ND	15,343	15,679
31395VXZ7	FHLMC 3004 HK	61,696	62,836
31395XGC3	FHLMC 3022 HA	9,436	8,184
31396ANS9	FHLMC 3040 CA	3,494	3,389
31396HP78	FHLMC 3112 GG	121,373	119,950
31396QYA1	FNMA 09-70 LB	382,445	376,849
31396TBM4	FEDL HLMC	52,535	54,305
31396Y2P6	FNMA 08-30 PB	80,783	81,840
31397CYN3	FHLMC 3252 EW	58,990	59,234
31397EBX2	FHLMC 3256 GG	18,005	18,298
31397JEZ3	FHLMC JEZ3	7,257	7,399
31397YG54	FHLMC 3495 AB	21,747	22,091
31398CW87	FHLMC 3533 CB	199,310	185,414
31398FQR5	FNMA 09-86 JB	358,770	363,832
36202CXL2	GNMA ASSN II POOL 2483	5,773	2,723
383739DB2	GNMA 01-1-TC	4,042	4,011
38373T4J1	GNMA 2002-13-KH	51,250	53,352
38373TAP0	GNMA 01-53 PM	218,786	219,672
38373TWU5	GNMA 01-59-MB	57,977	54,802
38373XYA8	GNMA 02-44 JB	43,251	42,732
38374D6BO	GNR 08-41	101,758	100,431
38374JB88	GNMA 04-101 JB	36,055	35,936
38374KUJ0	GNMA 05-13 BE	35,530	33,776
38374MUT4	GNMA 05-92 BA	13,527	12,321
38375KBA9	GNMA 07-26 CJ	18,749	17,452
38375PW64	GNR 08-29 WE	12,128	12,050
38375QEY1	GNR 08-33	15,308	15,318
38375QGG8	GNR 08-38	25,514	26,359
38375QKZ1	GNR 08-40	76,133	76,054
38375XJ96	GNR 08-66	232,208	227,132
38376CP45	GNMA 09-92 EG	308,265	311,487
38376CX46	GNMA 09-89 KE	179,818	182,067
Z62641545	FHLMC 3622 QA	151,505	150,281
Z62641578	FHLMC 3622 AA	201,755	199,000

LINE 10C TOTAL 7,415,367 7,357,995

LINE 13
 3.78% Arizona Communities, LTD
 Limited Partnership 1,152,985 1,152,985