Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation: THE OXLEY FOUNDATION

A Employer identification number: 73-6224031

Number and street (or P O box number if mail is not delivered to street address): 1437 S. BOULDER, SUITE 770

Room/suite:

B Telephone number: 918-584-1978

City or town, state, and ZIP code: TULSA, OK 74119

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 61,380,160.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,723,728.	1,723,114.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,138,925.			
	b Gross sales price for all assets on line 6a 5,901,513.				
	7 Capital gain net income (from Part IV, line 2)		2,271,322.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	586,687.	683,341.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	4,449,340.	4,677,777.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	6,650.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	43,737.	43,737.		0.
	16a Legal fees				
	b Accounting fees STMT 3	21,306.	21,306.		0.
	c Other professional fees STMT 4	428,950.	428,819.		0.
	17 Interest	6,317.	3,288.		0.
	18 Taxes STMT 5	30,426.	30,119.		0.
	19 Depreciation and depletion	8,745.	8,745.		
	20 Occupancy	19,710.	19,710.		0.
	21 Travel, conferences, and meetings	19,721.	19,721.		0.
	22 Printing and publications				
	23 Other expenses STMT 6	527,797.	281,015.		243,444.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,106,709.	863,110.		243,444.
	25 Contributions, gifts, grants paid	2,676,810.			2,676,810.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,783,519.	863,110.		2,920,254.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	665,821.			
	b **Net investment income** (if negative, enter -0-)		3,814,667.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	23,335,385.	612,361.	612,361.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	270,157.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	183,442.	174,070.	174,070.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	43,717,683.	42,884,489.	34,357,118.
	c Investments - corporate bonds STMT 9	24,191,759.	8,962,856.	16,051,520.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	6,249,270.	5,973,427.	6,734,253.
	14 Land, buildings, and equipment: basis ▶ 51,600.			
	Less accumulated depreciation STMT 11▶ 27,238.	33,107.	24,362.	24,362.
	15 Other assets (describe ▶ STATEMENT 12)	219,916.	219,916.	3,426,476.
	16 **Total assets** (to be completed by all filers)	98,200,719.	58,851,481.	61,380,160.
Liabilities	17 Accounts payable and accrued expenses	32,793.	13,956.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	32,793.	13,956.	
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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	100.	100.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	98,167,826.	58,837,425.	
	30 **Total net assets or fund balances**	98,167,926.	58,837,525.	
	31 **Total liabilities and net assets/fund balances**	98,200,719.	58,851,481.	

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	98,167,926.
2	Enter amount from Part I, line 27a	2	665,821.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	98,833,747.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	39,996,222.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,837,525.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	5,901,513.		3,762,588.	2,138,925.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				2,138,925.

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** 2,138,925.

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). If (loss), enter -0- in Part I, line 8 **3** N/A

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))
2009	4,080,207.	89,036,990.	.045826
2008	8,070,420.	114,161,220.	.070693
2007	6,056,261.	131,396,127.	.046092
2006	5,457,365.	122,113,086.	.044691
2005	5,739,422.	115,055,522.	.049884

2	**Total** of line 1, column (d)	2	.257186
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	.051437
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	57,677,490.
5	Multiply line 4 by line 3	5	2,966,757.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	38,147.
7	Add lines 5 and 6	7	3,004,904.
8	Enter qualifying distributions from Part XII, line 4	8	2,920,254.

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	76,293.
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	0.
3 Add lines 1 and 2			3	76,293.
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	76,293.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	172,794.		
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	172,794.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	96,501.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 96,501. **Refunded** ▶			11	0.

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 instructions for 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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	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) ▶ OK			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2010 or the taxable year beginning in 2010 (see 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

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ JANE JONES Telephone no. ▶ 918-584-1978

Located at ▶ 1437 S. BOULDER, STE 770, TULSA, OK ZIP+4 ▶ 74119

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 N/A

			Yes	No
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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.) N/A	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. ▶ ____, ____, ____, ____			
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 2010 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 2010.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2010?	4b		X

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)? ☐ 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)? N/A **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? 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

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

(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
JOHN C. OXLEY 1437 S. BOULDER, SUITE 770 TULSA, OK 74119	TRUSTEE 0.00	0.	0.	0.
MARY JANE TRITSCH 1437 S. BOULDER, SUITE 770 TULSA, OK 74119	TRUSTEE 0.00	0.	0.	0.
RUSSELL H. HARBAUGH, JR. 1437 S. BOULDER, SUITE 770 TULSA, OK 74119	TRUSTEE 32.80	6,650.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
GREENHILL PROPERTIES, LLC 1437 S. BOULDER, STE. 770, TULSA, OK 74119	ADMINISTRATIVE OVERHEAD	555,549.
GOLDMAN SACHS - 555 CALIFORNIA STREET,45TH FLOOR, SAN FRANCISCO, CA 94104	INVESTMENT SERVICES	131,739.
J.P. MORGAN 270 PARK AVE., NEW YORK, NY 10017	INVESTMENT SERVICES	105,689.
WELLS FARGO - 420 MONTGOMERY STREET, SAN FRANCISCO, CA 94104	INVESTMENT SERVICES	87,177.

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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	53,800,555.
b	Average of monthly cash balances	1b	1,086,599.
c	Fair market value of all other assets	1c	3,668,673.
d	**Total** (add lines 1a, b, and c)	1d	58,555,827.
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	58,555,827.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	878,337.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,677,490.
6	**Minimum investment return** Enter 5% of line 5	6	2,883,875.

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	2,883,875.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 76,293.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	76,293.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,807,582.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,807,582.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,807,582.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,920,254.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,920,254.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,920,254.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,807,582.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			2,255,778.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 2,920,254.				
a Applied to 2009, but not more than line 2a			2,255,778.	
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 2010 distributable amount				664,476.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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	0.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				2,143,106.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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)

	Tax year (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
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					
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 foundation had $5,000 or more in assets at any time during the year-see the 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 ▶ [X] 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:

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

c Any submission deadlines:

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

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				
Total SEE ATTACHED STATEMENT(S)			▶ 3a	2676810.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	525990	614.	14	1,723,114.	
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			15	632,072.	
8 Gain or (loss) from sales of assets other than inventory	525990	-132,397.	18	2,271,322.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a MISCELLANEOUS INCOME			14	25,437.	
b LIMITED PARTNERSHIP					
c INCOME	525990	-96,654.	14	25,832.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-228,437.		4,677,777.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,449,340.

(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).
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/1/11 Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL R. MOORE	[signature]	10-26-11		

Firm's name ▶ HOGANTAYLOR LLP Firm's EIN ▶

Firm's address ▶ 2200 S. UTICA PL., SUITE 400 TULSA, OK 74114-7000 Phone no. (918) 745-2333

023622
04-26-11

THE OXLEY FOUNDATION
73-6224031

PART XV-GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

6/28/2010	2010 AWARDS GALA	100 Black Men of Tulsa, Inc	$1,000.00
6/28/2010	2010 CONTRIBUTION	Alice Lloyd College	$5,000 00
3/30/2010	2010 MEMORY GALA	Alzheimer's Association - Oklahoma Chapter	$3,000 00
3/30/2010	2010 SPONSORSHIP	American Heart Association	$2,500 00
12/22/2010	2010 CONTRIBUTION	American Heart Association	$5,000 00
12/22/2010	TULSA PROGRAMS	American Red Cross	$5,000 00
12/22/2010	VISUAL ARTS CENTER	Arts & Humanities Council of Tulsa	$100,000.00
6/28/2010	2010 CONTRIBUTION	Assistance League of Tulsa	$1,000 00
12/22/2010	THE CALM CENTER	Associated Centers for Therapy	$20,000 00
6/28/2010	2010 CONTRIBUTION	Association of Small Foundations	$1,500 00
6/28/2010	2010 CONTRIBUTION	Blue Grass Farms Chaplaincy	$5,000.00
6/28/2010	2010 CONTRIBUTION	Boca Raton Community High School	$2,000.00
3/30/2010	ART OF LIVING WELL	Brush Creek Youth Ranch Teen Challenge	$1,500.00
6/28/2010	2010 CONTRIBUTION	Brush Creek Youth Ranch, Inc.	$30,000 00
9/22/2010	2010 CLUB PROGRAM	Camp Fire USA Green Country Council, Inc	$10,000 00
6/28/2010	2010 CONTRIBUTION	Camp Loughridge	$1,000 00
12/22/2010	2010 CONTRIBUTION	Camp Loughridge	$75,000 00
12/22/2010	RIDING FOR HOPE	Central Kentucky Riding for the Handicapped	$20,000 00
9/22/2010	2010 CIGAR DINNER	Christ the King Education Endowment Trust	$500 00
6/28/2010	2010 CONTRIBUTION	Cincinnati Children's Hospital Medical Cente	$200,000 00
6/28/2010	STONE CANYON SCHOOL	City of Owasso	$2,500 00
6/28/2010	2010 CONTRIBUTION	Clarehouse	$2,500 00
9/22/2010	2010 CONTRIBUTION	Clarehouse	$100,000.00
3/30/2010	HUNGER AWARENESS	Community Food Bank of Eastern Oklahoma	$5,000 00
3/30/2010	2010 PROGRAM SUPPORT	Conference of Southwest Foundations, Inc	$4,000.00
6/28/2010	2010 CONTRIBUTION	Cookson Hills Christian Ministries	$10,000.00
9/22/2010	OLD BAGS LUNCHEON	Crosstown Learning Center	$5,000 00
9/22/2010	2010 CONTRIBUTION	Day Spring Villa Baptist Women's Shelter	$3,000.00
12/22/2010	CAPITAL CAMPAIGN	Dean A McGee Eye Institute Endowment Fund	$20,000.00
3/30/2010	2010 FUNDRAISER	Dillon International, Inc.	$1,000.00
6/28/2010	2010 CONTRIBUTION	Dillon International, Inc	$3,000 00
9/22/2010	2010 CONTRIBUTION	Dogs Against Drug Inc	$2,500 00
9/22/2010	MIRROR BALL EVENT	Domestic Violence Intervention Services, Inc	$3,000 00
12/22/2010	COUNSELING PROGRAM	Domestic Violence Intervention Services, Inc	$10,000.00
6/28/2010	2010 CONTRIBUTION	Eagle Hill School	$25,000.00
9/22/2010	2010 CONTRIBUTION	Eastern Oklahoma Donated Dental Inc	$10,000 00
9/22/2010	2010 PROGRAM SUPPORT	Emergency Infant Services	$2,500 00
1/13/2010	TOM OXLEY MEMORIAL	First Presbyterian Church	$1,000 00
1/13/2010	CONTRIBUTION	Florida Atlantic University Foundation	$3,000.00
6/29/2010	2010 CONTRIBUTION	Folds of Honor Foundation	$10,000.00
6/28/2010	2010 CONTRIBUTION	Friends of the Fairgrounds Foundation, Inc.	$3,000 00
9/22/2010	2010 CONTRIBUTION	George Milsch Sutton Avian Research Center	$2,000.00
9/22/2010	2010 CONTRIBUTION	Gilcrease Museum Management Trust	$50,000.00
3/30/2010	2010 CONTRIBUTION	Girl Scouts of Magic Empire Council	$1,500 00
12/3/2010	2010 CONTRIBUTION	Global Gardens	$5,000 00
6/28/2010	MEDICAL PROGRAMS	Good Samaritan Health Services	$2,500.00
6/28/2010	RESEARCH PROJECTS	Grayson-Jockey Club Research Foundation, Inc	$125,000 00
12/22/2010	2010 CONTRIBUTION	Greater Cornerstone Community Project Inc	$100,000 00
3/30/2010	2010 AWARD DINNER	Greenwood Cultural Center, Inc.	$1,000.00

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73-6224031

PART XV-GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

9/22/2010	2010 CONTRIBUTION	Greenwood Cultural Center, Inc	$1,000 00
9/22/2010	2010 CONTRIBUTION	Happy Hands Education Center, Inc.	$100,000 00
6/28/2010	2010 CONTRIBUTION	Hindman Settlement School	$20,000.00
3/30/2010	2010 CONTRIBUTION	Holland Hall School	$3,000.00
12/22/2010	2010 CONTRIBUTION	Hospice of Green Country, Inc	$5,000.00
6/28/2010	2010 CONTRIBUTION	Indian Health Care Resource Ctr of Tulsa Inc	$2,500 00
12/3/2010	2010 CONTRIBUTION	Indian Nations Council, Boy Scouts of Americ	$5,000 00
9/22/2010	2010 OPERATIONS	Iron Gate	$15,000.00
6/28/2010	2010 CONTRIBUTION	John 3:16 Mission	$10,000 00
3/30/2010	2010 CONTRIBUTION	Junior Achievement Inc	$2,000.00
3/30/2010	2010 PROGRAM SUPPORT	Juvenile Diabetes Research Foundation	$1,000 00
9/22/2010	2010 CONTRIBUTION	Juvenile Diabetes Research Foundation	$2,500 00
6/28/2010	2010 CONTRIBUTION	Kerr Center	$4,500.00
9/22/2010	2010 GENERAL SUPPORT	Keystone Volunteer Fire Company	$1,000.00
12/22/2010	GENERAL OPERATIONS	Kipp Tulsa Academy College	$20,000 00
3/30/2010	2010 CONTRIBUTION	K-Life Ministries	$2,500 00
3/30/2010	2010 CONTRIBUTION	Land Legacy	$2,500 00
12/22/2010	GENERAL OPERATIONS	Land Legacy	$20,000.00
9/22/2010	2010 CONTRIBUTION	Leadership Tulsa	$5,000 00
12/3/2010	JOHN ATHEN HOTLINE	Legal Aid Services of Oklahoma, Inc.	$5,000.00
12/22/2010	2010 CONTRIBUTION	Life Senior Services, Inc	$5,000.00
9/22/2010	2010 CONTRIBUTION	Little Miami Inc	$15,000.00
2/1/2010	MAKE A WISH PROG	Make A Wish Foundation of Oklahoma	$5,000.00
12/22/2010	2010 CONTRIBUTION	Mayo Foundation for Medical Education & Rese	$50,000.00
9/22/2010	2010 CONTRIBUTION	Meals on Wheels of Metro Tulsa	$2,500 00
12/22/2010	CARNIVALE 2011	Mental Health Association of Tulsa Inc	$5,000 00
12/22/2010	2010 CONTRIBUTION	Mental Health Association of Tulsa Inc	$15,000 00
12/22/2010	2010 CONTRIBUTION	Metro Christian Academy	$250,000 00
6/28/2010	BADGES AND BARS	Metropolitan Tulsa Citizens Crime Commission	$1,000 00
9/22/2010	2010 OCTOBERFEST	Monte Cassino School	$1,000 00
3/30/2010	2010 CONTRIBUTION	Muscular Dystrophy Associations	$3,000 00
6/28/2010	2010 CONTRIBUTION	Museum of Polo and Hall of Fame	$10,000 00
3/30/2010	2010 CONTRIBUTION	NARSAD	$10,000 00
6/28/2010	MS CLOSE REGATTA	National Multiple Sclerosis Society-OK Chapt	$1,000 00
9/22/2010	2010 CONTRIBUTION	Neighbor for Neighbor	$5,000.00
12/3/2010	2010 CONTRIBUTION	Oklahoma Arts Institute	$5,000.00
12/22/2010	2010 CONTRIBUTION	Oklahoma Centennial Botanical Garden	$25,000 00
3/30/2010	2010 ONE AWARDS	Oklahoma Center for Nonprofits	$5,000 00
9/22/2010	2010 CONTRIBUTION	Oklahoma Foundation for Excellence	$5,000 00
6/28/2010	2010 CONTRIBUTION	Operation Aware of Oklahoma, Inc	$3,000 00
9/22/2010	2010 CONTRIBUTION	Rebuilding Together Tulsa	$4,000.00
6/28/2010	2010 CONTRIBUTION	Reining Horse Sports Foundation	$25,000 00
9/22/2010	2010 CONTRIBUTION	River Parks Authority	$2,500 00
3/30/2010	BBQ FUNDRAISER	Rogers College Fdn	$2,000 00
12/22/2010	2010 CONTRIBUTION	Rogers College Fdn	$20,000 00
3/30/2010	MCDAZZLE FUNDRAISER	Ronald McDonald House Charities of Tulsa, In	$1,500.00
6/28/2010	2010 CONTRIBUTION	Saint Simeon's Episcopal Home Foundation	$1,000 00
12/22/2010	2010 CONTRIBUTION	Saint Simeon's Episcopal Home Foundation	$100,000 00
11/9/2010	2010 CONTRIBUTION	Sam's House-A Nepalese Orphanage	$2,000 00
1/13/2010	TOM OXLEY MEMORIAL	Seacrest Presbyterian Church	$1,000.00

THE OXLEY FOUNDATION
73-6224031

PART XV-GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

3/30/2010	2010 CONCERT	Simon Estes Educational Foundation, Inc.	$500 00
9/22/2010	2010 AWARDS PROGRAM	Southside Rotary Foundation, Inc.	$1,000 00
6/28/2010	2010 SUMMER GAMES	Special Olympics	$1,000 00
12/22/2010	2010 CONTRIBUTION	St. John Medical Center Foundation, Inc	$100,000 00
12/22/2010	2010 CONTRIBUTION	Stand in the Gap	$5,000.00
3/30/2010	STREET PARTY	Street School, Inc.	$1,000.00
12/22/2010	STREET PARTY 2011	Street School, Inc	$5,000.00
6/28/2010	2010 CONTRIBUTION	Street School, Inc	$10,000.00
6/28/2010	2010 CONTRIBUTION	The Center for Individuals-Physical Challeng	$2,500 00
6/28/2010	2010 CONTRIBUTION	The Center for Individuals-Physical Challeng	$15,000 00
9/22/2010	PAINTED PONY BALL	The Children's Hospital Foundation of St Fra	$6,000 00
3/30/2010	2010 CONTRIBUTION	The Foundation for Tulsa Schools	$2,500.00
12/22/2010	2010 CONTRIBUTION	The Foundation for Tulsa Schools	$100,000 00
12/22/2010	2010 CONTRIBUTION	The Greater Tulsa YMCA	$35,000 00
9/22/2010	2010 CONTRIBUTION	The Nature Conservancy, Oklahoma Chapter	$1,000.00
9/22/2010	TOYLAND BALL	The Parent Child Center of Tulsa	$3,000 00
6/28/2010	ACR PROGRAM	The Philanthropy Roundtable	$5,000 00
12/22/2010	2010 CONTRIBUTION	The Philanthropy Roundtable	$10,000 00
6/28/2010	2010 CONTRIBUTION	The Philbrook Museum of Art	$5,000 00
12/22/2010	2010 CONTRIBUTION	The Philbrook Museum of Art	$50,000.00
6/28/2010	2010 CONTRIBUTION	The Salvation Army	$1,000 00
6/28/2010	2010 CONTRIBUTION	The Tristesse Healing Hearts Grief Center	$15,000 00
9/22/2010	2010 CONTRIBUTION	The University of Tulsa	$4,000 00
9/22/2010	2010 CONTRIBUTION	The University of Tulsa	$250,000 00
9/22/2010	2010 CONTRIBUTION	Trinity Episcopal Day School	$1,500.00
12/3/2010	TRINITY ANNUAL FUND	Trinity Episcopal School for Ministry	$5,000.00
12/22/2010	FUND-OKLA STUDENTS	Trinity University	$50,000 00
12/22/2010	2010 CONTRIBUTION	Tulsa Area United Way	$20,000 00
9/22/2010	'JOURNEY THRU DANCE'	Tulsa Ballet Theatre, Inc.	$10,000 00
6/28/2010	2010 PROGRAM SUPPORT	Tulsa Boy Singers	$1,000.00
12/3/2010	GENERAL OPERATING	Tulsa CASA, Inc	$7,500.00
3/30/2010	2010 PROGRAM SUPPORT	Tulsa City-County Library	$1,000 00
12/22/2010	2010 CONTRIBUTION	Tulsa Community College Foundation	$1,500 00
9/22/2010	2010 PROGRAM SERVICE	Tulsa Day Center for the Homeless	$1,000.00
12/22/2010	2010 CONTRIBUTION	Tulsa Day Center for the Homeless	$5,000.00
12/22/2010	AFTER SCHOOL SUCCESS	Tulsa Dream Center	$10,000 00
10/20/2010	2010 CONTRIBUTION	Tulsa Historical Society	$5,000.00
12/3/2010	2010 CONTRIBUTION	Tulsa Historical Society	$5,000 00
12/22/2010	GENERAL OPERATIONS	Tulsa Metropolitan Ministry	$5,000 00
3/30/2010	2010 PROGRAM SUPPORT	Tulsa Opera Inc	$2,000.00
9/22/2010	FASHION A CURE 2010	Tulsa Project Woman, Inc	$5,000 00
6/28/2010	2010 CONTRIBUTION	Tulsa Zoo Friends	$5,000 00
9/22/2010	2010 CONTRIBUTION	Tulsa Zoo Friends	$5,000 00
12/22/2010	2010 CONTRIBUTION	Tulsa Zoo Friends	$25,000 00
9/22/2010	2010 SPONSORSHIP	Tulsa's Future	$5,000.00
12/22/2010	2010 CONTRIBUTION	University of the Ozarks	$10,000 00
3/30/2010	2010 PROGRAM SUPPORT	Visiting Nurse Association of Tulsa	$2,500.00
12/3/2010	VISITING NURSE PROG	Visiting Nurse Association of Tulsa	$5,000 00
9/22/2010	2010 CONTRIBUTION	Volunteers of America	$5,000 00
6/28/2010	CAMP TULSA TEENS	Young Life Tulsa	$3,000 00

THE OXLEY FOUNDATION
73-6224031

PART XV-GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

3/30/2010	BLANK CANVAS	Youth Services of Tulsa, Inc.	$3,000 00
9/22/2010	YOUTH COURT PROGRAM	Youth Services of Tulsa, Inc	$3,000 00
12/22/2010	BLANK CANVAS 2011	Youth Services of Tulsa, Inc.	$3,000 00
12/22/2010	2010 CONTRIBUTION	Youth Services of Tulsa, Inc.	$20,000 00
6/28/2010	2010 CONTRIBUTION	YWCA Tulsa	$2,500 00
6/28/2010	2010 CONTRIBUTION	Zoe Institute	$7,500 00
			$2,678,500 00
		Less Non-Deductible	(1,690 00)
			$2,676,810 00

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	GS PRIVATE EQUITY PARTNERS 1999, LP GAINS	P		
c	JCF III PRIVATE INVESTORS, LLC GAINS	P		
d	PRESCOTT GROUP AGRESSIVE SMALL CAP LP GAINS	P		
e	GS MESSANINE PARTNERS II, LP LOSSES			
f	GS PEP TECHNOLOGY FUND 2000 LP GAINS	P		
g	WHITEHALL PARALLEL GLOBAL RE LP 2007 LOSSES			
h	WHITEHALL PARALLEL GLOBAL RE LP 2001 GAINS	P		
i	TCW AMERICAS DEVELOPMENT ASSOC LP GAINS	P		
j	PEAR STEARNS PRIVATE OPPORTUNITY VENTURES LP GAIN	P		
k	COVERED CALLS	P		
l	PARTNERSHIP SECTION 1256 CONTRACT	P		
m				
n				
o				

	(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	5,380,781.		3,455,338.	1,925,443.
b	97,983.			97,983.
c	255.			255.
d	71,353.			71,353.
e			99,421.	-99,421.
f	11,397.			11,397.
g			207,829.	-207,829.
h	39,971.			39,971.
i	234,907.			234,907.
j	45,468.			45,468.
k	10,415.			10,415.
l	8,983.			8,983.
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,925,443.
b				97,983.
c				255.
d				71,353.
e				-99,421.
f				11,397.
g				-207,829.
h				39,971.
i				234,907.
j				45,468.
k				10,415.
l				8,983.
m				
n				
o				

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	2,138,925.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

STATEMENT ATTACHED MADE PART OF FORM 990-PF & 990-T
YEAR ENDED 12/31/10

Effective January 1, 2010 The Oxley Foundation transferred 40% of the fair market value of its investment assets to two new foundations in order to be more efficient in accomplishing the goals of the Oxley Foudation. This significant disposition of assets does not terminate The Oxley Foundation. Under the prescribed procedures for Revenue Ruling 2002-28, the following schedule summarizes the allocation of the aggregate tax benefits of the transferor organization, The Oxley Foundation, to the two additional foundations created by the trustees of The Oxley Foundation.

		73-6224031	27-0577885	27-0578014
	Totals at 12-31-2009	The Oxley Foundation 60%	The Mary K. Oxley Foundation 20%	The YOT Full Circle Foundation 20%
Investment Assets (Historical Cost)	97,494,097	57,541,523	19,975,726	19,976,848
Undistributed Income	3,759,644	2,255,778	751,933	751,933
Form 990-T - Prior Years Net Operating Loss	(1,913,840)	(1,148,304)	(382,768)	(382,768)

2010 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	INFINITI SEDAN	12/11/09	SL	7.00	HY	16	25,735.				25,735.	306.		3,676.	3,982.
2	COMPUTER SOFTWARE	11/05/02	SL	3.00	HY	16	2,804.				2,804.	2,795.		0.	2,795.
3	FURNITURE	01/01/04	SL	7.00	HY	16	3,640.				3,640.	3,640.		0.	3,640.
4	OFFICE FURNITURE	06/01/06	SL	7.00	HY	16	6,194.				6,194.	3,171.		885.	4,056.
5	COMPUTER EQUIPMENT	06/01/06	SL	5.00	HY	16	1,690.				1,690.	1,211.		338.	1,549.
6	MICROEDGE SOFTWARE	02/20/08	SL	3.00	HY	16	11,537.				11,537.	7,371.		3,846.	11,217.
	* TOTAL 990-PF PG 1 DEPR						51,600.				51,600.	18,494.		8,745.	27,239.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

THE OXLEY FOUNDATION 73-6224031

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	1,723,728.	0.	1,723,728.
TOTAL TO FM 990-PF, PART I, LN 4	1,723,728.	0.	1,723,728.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	632,072.	632,072.	
LIMITED PARTNERSHIP INCOME	0.	0.	
MISCELLANEOUS INCOME	25,437.	25,437.	
LIMITED PARTNERSHIP INCOME	-70,822.	25,832.	
TOTAL TO FORM 990-PF, PART I, LINE 11	586,687.	683,341.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,306.	21,306.		0.
TO FORM 990-PF, PG 1, LN 16B	21,306.	21,306.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES	428,950.	428,819.		0.
TO FORM 990-PF, PG 1, LN 16C	428,950.	428,819.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	29,995.	29,688.		0.
OTHER TAX	431.	431.		0.
TO FORM 990-PF, PG 1, LN 18	30,426.	30,119.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	3,088.	3,088.		0.
COMPUTER EXPENSE	5,695.	5,695.		0.
INSURANCE	14,714.	14,714.		0.
OVERHEAD	486,888.	243,444.		243,444.
DUES & SUBSCRIPTIONS	5,189.	5,189.		0.
MEALS & ENTERTAINMENT	3,296.	1,648.		0.
MISCELLANEOUS EXPENSES	7,237.	7,237.		0.
NON-DEDUCTIBLE EXPENSES	1,690.	0.		0.
TO FORM 990-PF, PG 1, LN 23	527,797.	281,015.		243,444.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
PRIOR YEAR TAXES	43,648.
FUND BALANCE TRANSFER TO THE MARY K. OXLEY FOUNDATION	19,975,726.
FUND BALANCE TRANSFER TO THE YOT FULL CIRCLE FOUNDATION	19,976,848.
TOTAL TO FORM 990-PF, PART III, LINE 5	39,996,222.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	42,884,489.	34,357,118.
TOTAL TO FORM 990-PF, PART II, LINE 10B	42,884,489.	34,357,118.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	8,962,856.	16,051,520.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,962,856.	16,051,520.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	5,973,427.	6,734,253.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,973,427.	6,734,253.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
INFINITI SEDAN	25,735.	3,982.	21,753.
COMPUTER SOFTWARE	2,804.	2,795.	9.
FURNITURE	3,640.	3,640.	0.
OFFICE FURNITURE	6,194.	4,056.	2,138.
COMPUTER EQUIPMENT	1,690.	1,549.	141.
MICROEDGE SOFTWARE	11,537.	11,217.	320.
TOTAL TO FM 990-PF, PART II, LN 14	51,600.	27,239.	24,361.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PRODUCING ROYALTY INTRESTS	552,238.	552,238.	3,206,560.
NONPRODUCING ROYALTY INTERESTS	219,916.	219,916.	219,916.
ACCUMULATED DEPLETION	-552,238.	-552,238.	0.
TO FORM 990-PF, PART II, LINE 15	219,916.	219,916.	3,426,476.

PART VII-B, QUESTIONS 1A(3) AND 1A(4)

THE OXLEY FOUNDATION OCCUPIES OFFICE SPACE LEASED BY GREENHILL PROPERTIES, LLC. A 50% OWNER OF GREENHILL PROPERTIES, LLC IS JOHN C. OXLEY, A TRUSTEE OF THE FOUNDATION. THE FOUNDATION PAID A TOTAL OF $555,549 TO GREENHILL PROPERTIES, LLC FOR EXPENSES ASSOCIATED WITH THE MANAGEMENT OF INVESTMENTS, BOOKKEEPING, AND THE MAKING OF GRANTS TO DONEE ORGANIZATIONS.

PART VIII, QUESTION 1

RUSSELL H. HARBAUGH, JR.'S COMPENSATION IS THE PERSONAL USE OF A FOUNDATION AUTOMOBILE.