



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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**2011****For calendar year 2011 or tax year beginning****, 2011, and ending****, 20**

Name of foundation Mary K. Oxley Foundation		A Employer identification number 27-0577885
Number and street (or P O box number if mail is not delivered to street address) 1437 South Boulder Ave Ste 770	Room/suite	B Telephone number (see instructions) 918-584-1978
City or town, state, and ZIP code Tulsa OK 74119		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 19,974,308	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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	705,198	705,198		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	423,032			
	b Gross sales price for all assets on line 6a 9,333,593				
	7 Capital gain net income (from Part IV, line 2)		429,473		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	620				
12 Total. Add lines 1 through 11	1,128,850	1,134,671	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	16,014	16,014		
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,475	6,475		
	c Other professional fees (attach schedule)	80,448	80,448		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	7,380	7,380		
	21 Travel, conferences, and meetings	2,096	2,096		
	22 Printing and publications				
	23 Other expenses (attach schedule)	185,071	92,535		92,536
	24 Total operating and administrative expenses. Add lines 13 through 23	297,484	204,948	0	92,536
	25 Contributions, gifts, grants paid	779,500			779,500
26 Total expenses and disbursements. Add lines 24 and 25	1,076,984	204,948	0	872,036	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	51,866				
b Net investment income (if negative, enter -0-)		929,723			
c Adjusted net income (if negative, enter -0-)			0		

10614

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	435,908	392,616	392,616
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	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)	11,151,545	11,826,207	11,495,363
	c	Investments—corporate bonds (attach schedule)	7,509,921	6,908,395	7,406,573
	11	Investments—land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	598,338	598,338	654,146
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ <u>Prepaid taxes</u>)	17,480	25,610	25,610
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	19,713,192	19,751,166	19,974,308
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	19,713,192	19,751,166	
	30	Total net assets or fund balances (see instructions)	19,713,192	19,751,166	
	31	Total liabilities and net assets/fund balances (see instructions)	19,713,192	19,751,166	

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	19,713,192
2	Enter amount from Part I, line 27a	2	51,866
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	19,765,058
5	Decreases not included in line 2 (itemize) ▶ <u>prior year taxes</u>	5	13,892
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,751,166

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 See attached gain/loss schedule	p	var	var
b Capital gain distributions - see attached	p		
c Partnership K-1 gain/loss - see attached	p		
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 9,333,594		8,911,490	422,104
b			5,028
c			2,341
d			
e			

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	429,473
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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 (col. (b) divided by col. (c))
2010	962,976	19,937,949	0.0483
2009			.045826
2008			.070693
2007			.046092
2006			.044691

2 Total of line 1, column (d)	2	.255602
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	.05112
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	20,807,669
5 Multiply line 4 by line 3	5	1,063,688
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,297
7 Add lines 5 and 6	7	1,072,985
8 Enter qualifying distributions from Part XII, line 4 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	8	872,036

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	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	18,594
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	18,594
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	18,594
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	25,000
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	25,000
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,406
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 6,406 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?		x
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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
1c 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 ▶ \$ <u>n/a</u> (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>n/a</u>		
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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		x
4b 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, col (c), and Part XV</i>	x	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK		
8b 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 <i>General Instruction G</i> ? <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 2011 or the taxable year beginning in 2011 (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)	11		x
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		x

Website address ► n/a

14 The books are in care of ► Jane S. Jones Telephone no. ► 918-584-1978
 Located at ► 1437 South Boulder, Suite 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**

16	At any time during calendar year 2011, 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?	Yes	No
16			x

See 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? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	x
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	x
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011.)	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 2011?	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	x
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
R. H. Harbaugh 1437 South Boulder, Suite 770 Tulsa OK	Trustee 5	0	0	0
John C. Oxley 1437 South Boulder, Ste 770 Tulsa OK	Trustee 1	0	0	0
Debbie Oxley 1437 South Boulder, Ste 770 Tulsa OK	Trustee 1	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

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
Greenhill Properties 1437 South Boulder, Ste 770 Tulsa Ok 74119	Administrative overhead	163,773

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 (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

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	20,783,792
b	Average of monthly cash balances	1b	306,217
c	Fair market value of all other assets (see instructions)	1c	34,528
d	Total (add lines 1a, b, and c)	1d	21,124,537
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	
3	Subtract line 2 from line 1d	3	21,124,537
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	316,868
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,807,669
6	Minimum investment return. Enter 5% of line 5	6	1,040,383

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,040,383
2a	Tax on investment income for 2011 from Part VI, line 5	2a	18,594
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,594
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,021,789
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,021,789
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,021,789

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	872,036
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	872,036
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	872,036

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,021,789
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			771,964	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 872,036				
a Applied to 2010, but not more than line 2a			771,964	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				100,072
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012.				921,717
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter ² / ₃ of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 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

- 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 See attached schedule				779,500
Total			3a	779,500
b Approved for future payment				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities	525990		14	705,198	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	525990	(6,441)	18	429,473	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		(6,441)		1,134,671	0
13	Total. Add line 12, columns (b), (d), and (e)				13	1,128,230

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes[illegible]

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




1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
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			

[illegible]

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

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

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

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	PnnT/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

THE MARY K OXLEY FOUNDATION
GRANTS PAID
December 31, 2011

DATE	GRANTEE	PURPOSE	AMOUNT
2/22/2011	Meals on Wheels of Metro Tulsa	2011 CONTRIBUTION	5,000.00
3/24/2011	Veterans' Victory Group, Inc.	CONTRIBUTION	10,000.00
3/24/2011	B.E.S.T.	CONTRIBUTION	8,000.00
3/24/2011	CKRH Riding for Hope	CONTRIBUTION	1,000.00
3/24/2011	Meals on Wheels of Metro Tulsa	CONTRIBUTION	5,000.00
3/24/2011	National Museum of Racing & Hall of Fame	ANNUAL FUND-2011	500.00
3/24/2011	University of Louisville	CONTRIBUTION	250,000.00
3/24/2011	National Museum of Racing & Hall of Fame	2011 BALL	5,000.00
4/26/2011	Cornell University	2011 CONTRIBUTION	5,000.00
4/26/2011	Old Friends Equine	2011 CONTRIBUTION	25,000.00
5/11/2011	American Red Cross	ALABAMA TORNADO FUND	25,000.00
5/11/2011	American Red Cross - Mississippi	TORNADO RELIEF FUND	25,000.00
5/20/2011	The Lord's Place	2011 CONTRIBUTION	1,000.00
5/26/2011	The Salvation Army	2011 TORNADO RELIEF	10,000.00
5/26/2011	Heart of Missouri United Way	2011 TORNADO RELIEF	10,000.00
5/26/2011	American Red Cross	2011 TORNADO RELIEF	10,000.00
6/27/2011	Headley-Whitney Museum	GENERAL OPERATIONS	5,000.00
6/27/2011	The Henry Clay Center for Statesmanship	2011 CONTRIBUTION	1,000.00
6/27/2011	Doctors without Borders USA Inc	DISASTER RELIEF	5,000.00
6/27/2011	Challenge Aspen	2011 PROGRAM SUPPORT	1,000.00
6/27/2011	Boys and Girls Club of Palm Beach County	2011 CONTRIBUTION	10,000.00
6/27/2011	Bluegrass Conservancy	PROGRAM SUPPORT	5,000.00
6/27/2011	The Belmont Child Care Association's	2011 CONTRIBUTION	500.00
6/27/2011	Aspen Youth Center	PROGRAM SUPPORT	2,500.00
6/27/2011	Aspen Music Festival and School	PROGRAM SUPPORT	10,000.00
6/27/2011	Aspen Historical Society	ANNUAL SUPPORT	1,500.00
6/27/2011	Aspen Community United Methodist Church	GENERAL OPERATIONS	25,000.00
6/27/2011	Woodford Humane Society	2011 CONTRIBUTION	1,000.00
6/27/2011	United Way of the Bluegrass	2011 PROGRAM SUPPORT	1,000.00
6/27/2011	Thoroughbred Charities of America, Ltd	2011 CONTRIBUTION	20,000.00
6/27/2011	Race for Education	2011 PROGRAM SUPPORT	5,000.00
6/27/2011	Peggy Adams Animal Rescue League	PROGRAM SUPPORT	1,500.00
6/27/2011	Mom's Closet Resource Center	PROGRAM SUPPORT	2,000.00
6/27/2011	Vanderbilt-Ingram Cancer Center	PROGRAM SUPPORT	10,000.00
6/27/2011	Kentucky Derby Museum	GENERAL OPERATIONS	5,000.00
6/27/2011	The Kentucky Center	2011 CONTRIBUTION	1,500.00
6/27/2011	The Jockey Club Foundation	2011 CONTRIBUTIONS	10,000.00
6/27/2011	University of Kentucky	DR. E T LYONS DEPT	5,000.00
9/28/2011	American Red Cross-Greater PB Area Chapter	DESIGNERS SHOW HOUSE	2,000.00
9/28/2011	Grayson-Jockey Club Research Fdn. Inc	2011 RESEARCH GRANT	10,000.00
9/28/2011	Lynn University	2011 CONTRIBUTION	2,500.00
9/28/2011	Thoroughbred Retirement Foundation	ANNUAL SUPPORT	1,000.00
9/28/2011	Skidmore College	STUDEN SCHOLARSHIPS	10,000.00
9/28/2011	United Methodist Committee on Relief	2011 CONTRIBUTION	25,000.00
9/28/2011	Thoroughbred Retirement Foundation Inc.	2011 CONTRIBUTION	10,000.00
12/13/2011	Blue Horse Charities	2011 PROGRAM SUPPORT	10,000.00
12/13/2011	Disabled American Veteran Charitable Service	2011 PROGRAM SUPPORT	10,000.00
12/13/2011	Headley-Whitney Museum	BUILDING MORTGAGE	10,000.00

THE MARY K OXLEY FOUNDATION
GRANTS PAID
December 31, 2011

DATE	GRANTEE	PURPOSE	AMOUNT
12/13/2011	National Museum of Racing & Hall of Fame	2011 PROGRAM SUPPORT	25,000.00
12/13/2011	NTRA Charities	2011 PROGRAM SUPPORT	10,000.00
12/13/2011	Planned Parenthood of Arkansas & Eastern Okl	2011 CONTRIBUTION	25,000.00
12/13/2011	River Fields Inc.	2011 CONTRIBUTION	10,000.00
12/13/2011	Salvation Army	CENTER OF HOPE	10,000.00
12/13/2011	University of Louisville	2012 PLEDGE	65,000 00
12/13/2011	The Upper Room	2011 CONTRIBUTION	10,000 00
12/13/2011	Wesley Manor Retirement Community Inc	2011 CONTRIBUTION	10,000 00
			<u>779,500.00</u>

The Mary K Oxley Foundation
27-0577885

Gain or Loss on Sales of Stocks & Bonds - January 1, 2010 to December 31, 2011

Broker	Description	Purchase Date	Sale Date	Cost	Sales Price	(A) PER BOOKS Realized Gains (Loss)		(B) NET INVESTMENT INCOME Realized Gains (Loss)	
						Realized	Gains (Loss)	Realized	Gains (Loss)
Wells Fargo	Vanguard Value ETF	1/4/2010	1/3/2011	499,447.41	556,351.48	56,904.07	56,904.07	56,904.07	56,904.07
J. P. Morgan	Petrobras Intl Fin Sen Note	1/4/2010	7/6/2011	277,502.50	250,000.00	(27,502.50)	(27,502.50)	(27,502.50)	(27,502.50)
Wells Fargo	GNMA Pool 0945 WA	1/5/2010	11/21/2011	889,600.01	885,852.80	(3,747.21)	(3,747.21)	(3,747.21)	(3,747.21)
J P Morgan	JPM - SMA/DIV/AGG	Various	Various	430,355.88	453,881.20	23,525.32	23,525.32	23,525.32	23,525.32
J P Morgan	JPM-Lazard Emerging	Various	Various	126,305.24	145,805.40	19,500.16	19,500.16	19,500.16	19,500.16
J P Morgan	JPM-Penn Capital	Various	Various	730,478.88	813,730.38	83,251.50	83,251.50	83,251.50	83,251.50
J P Morgan	JPM-SMA ENH-DIV	Various	Various	200,818.64	229,464.66	28,646.02	28,646.02	28,646.02	28,646.02
J P Morgan	JPM-SMA INT'L	Various	Various	841,240.39	924,063.07	82,822.68	82,822.68	82,822.68	82,822.68
Goldman Sachs	GS - Aletheia	Various	Various	173,700.66	204,206.48	30,505.82	30,505.82	30,505.82	30,505.82
Goldman Sachs	GS-Baron	Various	Various	607,373.96	601,087.17	(6,286.79)	(6,286.79)	-6,286.79	-6,286.79
Wells Fargo	WF-Fund Choice	Various	Various	4,134,666.01	4,269,150.84	134,484.83	134,484.83	134,484.83	134,484.83
				8,911,489.58	9,333,593.48	422,103.90	422,103.90	422,103.90	422,103.90

Goldman Sachs GS Hi Yield Cap Gain Divd

5,028.08

5,028.08

K-1 Capital Gains

Prescott Group (see K-1)

-4,100.00

2,341.00

423,031.98

429,472.98

Mary K Oxley Foundation
990 PF STATEMENTS
12/31/2011
27-0577885

ACCOUNTING FEES STATEMENT 1

DESCRIPTION	EXPENSES PER BOOKS (A)	NET INVEST- MENT INCOME (B)	ADJUSTED NET INCOME (C)	CHARITABLE PURPOSES (D)
STATEMENT & TAX RETURN REVIEW	6,475.00	6,475.00		0
TO FORM-990 PF, Pg 1, LN 16b	6,475.00	6,475.00		0

OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	EXPENSES PER BOOKS (A)	NET INVEST- MENT INCOME (B)	ADJUSTED NET INCOME (C)	CHARITABLE PURPOSES (D)
INVESTMENT SERVICES	80,448.00	80,448.00		0
TO FORM-990 PF, Pg 1, LN 16c	80,448.00	80,448.00		0

OTHER EXPENSES STATEMENT 3

DESCRIPTION	EXPENSES PER BOOKS (A)	NET INVEST- MENT INCOME (B)	ADJUSTED NET INCOME (C)	CHARITABLE PURPOSES (D)
OVERHEAD EXPENSE	160,380.00	80,190.00		80,190.00
TAXES AND LICENSES	17,995.00	8,997.0		8,998.00
OTHER EXPENSES	6,696.00	3,348.00		3,348.00
TO FORM-990 PF, Pg 1, LN 23	185,071.00	92,535.00		92,536.00

CORPORATE STOCK STATEMENT 4

BOOK VALUE	FAIR MKT VALUE
-----------------------	---------------------------

DESCRIPTION

CORPORATE STOCK	11,826,207.00	11,495,363.00
TO FORM-990 PF, PART II, LINE 10B	11,826,207.00	11,495,363.00

CORPORATE BONDS STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MKT VALUE
CORPORATE BONDS	6,908,395.00	7,406,573.00
TO FORM-990 PF, PART II, LINE 10C	6,908,395.00	7,406,573.00

OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MKT VALUE
OTHER INVESTMENTS	598,338.00	654,146.00
TO FORM-990 PF, PART II, LINE 13	598,338.00	654,146.00

STATEMENT ATTACHED MADE PART OF FORM 990-PF
STATEMENT 7
YEAR ENDED 12/31/2011

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

THE MARY K 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 \$163,773 TO GREENHILL PROPERTIES, LLC FOR EXPENSES ASSOCIATED WITH THE MANAGEMENT OF INVESTMENT, BOOKKEEPING, AND THE MAKING OF GRANTS TO DONEE ORGANIZATIONS.