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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending

OXNARD FOUNDATION 5 ROYAL ST. GEORGE ROAD NEWPORT BEACH, CA 92660	A Employer identification number 23-7323007						
	B Telephone number (see the instructions) (949) 644-4160						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>	<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	C If exemption application is pending, check here <input type="checkbox"/>
<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						
H Check type of organization: <table style="display: inline-table; vertical-align: top;"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>	<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	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>			
<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					
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
J Accounting method: <table style="display: inline-table; vertical-align: top;"> <tr> <td><input checked="" type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other (specify)</td> </tr> </table> (Part I, column (d) must be on cash basis)	<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		
<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual						
<input type="checkbox"/> Other (specify)							

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments			N/A	
4 Dividends and interest from securities	279,324.	279,324.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	230,026.			
b Gross sales price for all assets on line 6a	926,086.			
7 Capital gain net income (from Part IV, line 2)	RECEIVED	230,026.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	509,350.	509,350.		
13 Compensation of officers, directors, trustees, etc.	40,000.	20,000.		20,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) SEE ST 1	3,388.	1,694.		1,694.
b Accounting fees (attach sch) SEE ST 2	4,295.	2,148.		2,147.
c Other prof fees (attach sch) SEE ST 3	21,603.	10,802.		10,801.
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 4	7,985.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	4,640.	2,320.		2,320.
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 5	6,120.	3,061.		3,059.
24 Total operating and administrative expenses. Add lines 13 through 23	88,031.	40,025.		40,021.
25 Contributions, gifts, grants paid PART XV	307,750.			307,750.
26 Total expenses and disbursements. Add lines 24 and 25	395,781.	40,025.		347,771.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	113,569.			
b Net investment income (if negative, enter -0-)		469,325.		
c Adjusted net income (if negative, enter -0-)				

SCANNED MAY 16 2012

REVENUE

ADMINISTRATIVE EXPENSES

22 614

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	1,051.	5,811.	
	2	Savings and temporary cash investments	302,991.	503,283.	
	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 sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments -- U S and state government obligations (attach schedule)			
	b	Investments -- corporate stock (attach schedule)	3,530,725.	3,642,110.	
	c	Investments -- corporate bonds (attach schedule)	2,245,561.	2,042,693.	
	11	Investments -- land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments -- mortgage loans				
13	Investments -- other (attach schedule)				
14	Land, buildings, and equipment. basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers -- see the instructions Also, see page 1, item I)	6,080,328.	6,193,897.	0.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
FUNDS ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,080,328.	6,193,897.	
	30	Total net assets or fund balances (see instructions)	6,080,328.	6,193,897.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,080,328.	6,193,897.	

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	6,080,328.
2	Enter amount from Part I, line 27a	2	113,569.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	6,193,897.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30	6	6,193,897.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 6			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	230,026.
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 (column (b) divided by column (c))
2011	502,670.	8,561,262.	0.058714
2010	401,082.	8,225,169.	0.048763
2009	366,313.	7,488,498.	0.048917
2008	528,788.	8,650,442.	0.061128
2007	544,569.	9,850,108.	0.055286

2 Total of line 1, column (d)	2	0.272808
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054562
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,529,954.
5 Multiply line 4 by line 3	5	465,411.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,693.
7 Add lines 5 and 6	7	470,104.
8 Enter qualifying distributions from Part XII, line 4	8	347,771.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)			
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	9,387.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	9,387.
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	9,387.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	6,400.	
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	6,400.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	4.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,991.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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? Website address	13	X	
14	The books are in care of ▶ <u>N/A</u> Located at ▶ <u>CHRISTOPHER O. VEITCH</u> Telephone no ▶ <u>(949) 644-4160</u> <u>5 ROYAL ST. GEORGE ROAD NEWPORT BEACH CA</u> ZIP + 4 ▶ <u>92660</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A ▶ <input type="checkbox"/>		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for 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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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		
1 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		X
1 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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 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 2012)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

BAA

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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 Yes No

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 Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		40,000.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1 a	8,652,965.
b Average of monthly cash balances	1 b	6,887.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	8,659,852.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	8,659,852.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	129,898.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,529,954.
6 Minimum investment return. Enter 5% of line 5	6	426,498.

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	426,498.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	9,387.
b Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	9,387.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	417,111.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	417,111.
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	417,111.

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	1 a	347,771.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	347,771.
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	347,771.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				417,111.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	55,004.			
b From 2008	101,184.			
c From 2009				
d From 2010				
e From 2011	87,407.			
f Total of lines 3a through e	243,595.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 347,771.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				347,771.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	69,340.			69,340.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	174,255.			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	174,255.			
10 Analysis of line 9				
a Excess from 2008	86,848.			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	87,407.			
e Excess from 2012				

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 2012, 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	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 or e-mail of the person to whom applications should be addressed

SEE STATEMENT 8

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 9				
Total				▶ 3 a 307,750.
b Approved for future payment				
Total				▶ 3 b

OXNARD FOUNDATION

23-7323007

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SWEENEY LAW CORP-LEGAL SERVICES	\$ 3,388.	\$ 1,694.		\$ 1,694.
TOTAL	<u>\$ 3,388.</u>	<u>\$ 1,694.</u>		<u>\$ 1,694.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VICTORIA EVANS, CPA-TAX & ACCOUNTING	\$ 4,295.	\$ 2,148.		\$ 2,147.
TOTAL	<u>\$ 4,295.</u>	<u>\$ 2,148.</u>		<u>\$ 2,147.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK MGMT. FEES-US BANK	\$ 1,429.	\$ 715.		\$ 714.
INVESTMENT ADVISORY FEES-VAN STRUM&TOWNE	20,174.	10,087.		10,087.
TOTAL	<u>\$ 21,603.</u>	<u>\$ 10,802.</u>		<u>\$ 10,801.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAXES FORM 990PF-2012	\$ 4,800.			
FOREIGN TAXES WITHHELD	1,240.			
FORM 990PF-2011	1,945.			
TOTAL	<u>\$ 7,985.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

OXNARD FOUNDATION

23-7323007

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FILING FEES	\$ 105.	\$ 53.		\$ 52.
E & O INSURANCE	6,015.	3,008.		3,007.
TOTAL	\$ 6,120.	\$ 3,061.		\$ 3,059.

STATEMENT 6
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	1500 ELECTRONIC ARTS	PURCHASED	12/10/2004	1/23/2012
2	75,000 COSTCO WHOLESALE	PURCHASED	2/14/2007	3/15/2012
3	50,000 GE CAPITAL SUB NOTES	PURCHASED	6/30/1994	5/15/2012
4	50,000 ARCHER DANIELSMIDLAND CO DEB	PURCHASED	6/08/1992	6/01/2012
5	50,000 ARCHER DANIELSMIDLAND CO DEB	PURCHASED	6/16/1994	6/01/2012
6	875 AMERICAN EXPRESS	PURCHASED	11/07/2001	6/06/2012
7	2000 AVERY DENNISON CORP	PURCHASED	11/07/2001	6/07/2012
8	310 AVERY DENNISON CORP	PURCHASED	5/03/2004	6/07/2012
9	475 AVERY DENNISON CORP	PURCHASED	9/28/2004	6/07/2012
10	975 WALT DISNEY CO	PURCHASED	2/15/2006	6/07/2012
11	725 OMNICOM GROUP	PURCHASED	10/11/2002	6/21/2012
12	75,000 HERSHEY FOODS CO	PURCHASED	11/19/1997	8/15/2012
13	1225 PEPSICO INC	PURCHASED	1/31/1983	8/17/2012
14	1000 WALMART STORES INC.	PURCHASED	12/19/1990	8/17/2012
15	365 IBM	PURCHASED	11/29/1976	9/27/2012
16	2050 WALGREEN CO	PURCHASED	8/20/1979	9/27/2012
17	500 PROCTOR & GAMBLE CO	PURCHASED	9/22/2005	10/25/2012
18	975 LIFE TECHNOLOGIES	PURCHASED	7/01/2009	11/13/2012
19	VANGUARD ST CORP BOND	PURCHASED	VARIOUS	VARIOUS
20	SETTLEMENT PROCEEDS	PURCHASED	VARIOUS	
20	CAPITAL GAIN DIVIDENDS			4/30/2012

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	27,019.		81,578.	-54,559.				\$ -54,559.
2	75,000.		75,526.	-526.				-526.
3	50,000.		51,059.	-1,059.				-1,059.
4	50,000.		49,875.	125.				125.
5	50,000.		51,578.	-1,578.				-1,578.
6	48,106.		24,052.	24,054.				24,054.
7	56,566.		102,229.	-45,663.				-45,663.
8	8,768.		19,580.	-10,812.				-10,812.
9	13,434.		30,265.	-16,831.				-16,831.
10	44,586.		25,870.	18,716.				18,716.
11	34,540.		20,661.	13,879.				13,879.
12	75,000.		78,740.	-3,740.				-3,740.
13	89,691.		2,162.	87,529.				87,529.
14	72,002.		7,912.	64,090.				64,090.
15	75,323.		6,218.	69,105.				69,105.
16	74,782.		342.	74,440.				74,440.

OXNARD FOUNDATION

23-7323007

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
17	35,091.		28,383.	6,708.				\$ 6,708.
18	45,938.		40,030.	5,908.				5,908.
19	218.		0.	218.				218.
20	22.		0.	22.				22.
							TOTAL	<u>\$ 230,026.</u>

STATEMENT 7
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JULIE VEITCH 25225 PINE HILLS DRIVE CARMEL, CA 93923	DIRECTOR 2.00	\$ 8,000.	\$ 0.	\$ 0.
THOMAS MEADE 215 SIXTEENTH STREET S.W. ALBUQUERQUE, NM 87104	DIRECTOR 2.00	8,000.	0.	0.
GARY J. MEADE 1837 CORNELIAN DRIVE DYERSBURG, TN 38024	DIRECTOR 2.00	8,000.	0.	0.
CAROLINE O. MEADE 215 SIXTEENTH STREET S.W. ALBUQUERQUE, NM 87104	DIRECTOR 2.00	8,000.	0.	0.
CHRISTOPHER O. VEITCH 4299 MAC ARTHUR BLVD #100 NEWPORT BEACH, CA 92660	DIRECTOR 2.00	8,000.	0.	0.
	TOTAL	<u>\$ 40,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: OXNARD FOUNDATION
NAME: CHRISTOPHER O. VEITCH
CARE OF: 5 ROYAL ST. GEORGE ROAD
STREET ADDRESS: NEWPORT BEACH, CA 92660
CITY, STATE, ZIP CODE: 949-475-0890
TELEPHONE:
E-MAIL ADDRESS:
FORM AND CONTENT: LETTER REQUEST STATING NAME OF ORGANIZATION, PURPOSE OF

OXNARD FOUNDATION

23-7323007

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

SUBMISSION DEADLINES: GRANT AND ORGANIZATIONAL BACKGROUND.
 RESTRICTIONS ON AWARDS: NONE
 CHARITABLE FIELDS: MEDICAL RESEARCH.
 GEOGRAPHICAL AREAS: CALIFORNIA, NEW YORK, SOUTHWESTERN STATES.
 PROGRAM LIMITATIONS: NO GRANTS TO INDIVIDUALS, GENERAL SUPPORT, CAPITAL FUNDS, ENDOWMENTS, SCHOLARSHIPS OR FELLOWSHIPS, SPECIAL PROJECTS, LOANS, CONFERENCES OR PUBLICATIONS.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
UCI MEDICAL CENTER 101 THE CITY DR SO RT 181 ORANGE, CA 92868	NONE	SKIN CELL	SKIN CELLS/STEM CELLS TO TREAT DIABETES	\$ 57,000.
STANFORD UNIVERSITY MEDICAL CENTER PALO ALTO, CA	NONE	EXEMPT	MITOCHONDRIAL DISEASE STUDY	25,000.
UNIVERSITY OF NEW MEXICO 900 CAMINO DE SALUD NE ALBUQUERQUE, NM 87131	NONE	EXEMPT	DRUG REPURPOSING STUDY	50,000.
PARKINSON'S INSTITUTE & CLINICAL CENTER 675 ALMANOR AVENUE SUNNYVALE, CA 94085	NONE	EXEMPT	SKIN CELLS/STEM CELLS	50,000.
UNIVERSITY OF TENNESSEE HEALTH SCIENCES CENTER MEMPHIS, TN 38163	NONE	EXEMPT	DIABETIC BLINDNESS; NEWBORN BRAIN/PAIN STUDY	80,750.
UNIVERSITY OF CALIFORNIA IRVINE SCHOOL OF MEDICINE IRVINE, CA 92697	NONE	EXEMPT	SPINAL CHORD RESEARCH	20,000.
SLEEP & HUMAN HEALTH INSTITUTE 6739 ACEDEMY ROAD NE SUITE 380 ALBUQUERQUE, NM 87109	NONE	EXEMPT	SLEEP STUDY FOR AT-RISK STUDENTS	25,000.
TOTAL				\$ <u>307,750.</u>

Oxnard Foundation

	Dec 31, 12	Dec 31, 11
ASSETS		
Current Assets		
Checking/Savings		
Cash Fiduciary Account	5,811	1,051
Union Bank-Highmark Funds	502,818	302,991
Union Bank-Principal	-1,745,557	-1,509,366
Union Bank -Income	1,746,021	1,509,366
Total Checking/Savings	509,094	304,042
Total Current Assets	509,094	304,042
Other Assets		
Corporate Bonds		
American Express Mtn	81,349	81,349
Amgen Inc. Notes	101,800	101,800
Archer Daniels Midland Co	0	101,454
Caterpillar, Inc.	156,150	156,150
Cisco Systems Inc.	75,080	75,080
Coca Cola Enterprises Bd	78,750	78,750
Cornell University	150,975	150,975
Costco Wholesale	0	75,526
General Elec Cap Corp Sub Nt	0	51,059
Hershey Foods Corp Nt	0	78,740
Hewlett-Packard Notes	104,152	104,152
I B M Corp Deb	82,173	82,173
Intl Business Machs Corp Deb	50,296	50,296
John Deere Cap Corp	107,417	107,417
Johnson & Johnson	149,993	149,993
JP Morgan Chase	80,974	80,974
Kimberly Clark	153,654	153,654
Morgan Stanley Group Inc Deb	103,909	0
PepsiCo, Inc.	149,100	149,100
S B C Corporation Deb	77,719	77,719
United Technologies Corp Deb	52,543	52,543
UPS Senior Notes	107,769	107,769
Wal Mart Stores Inc Deb	53,500	53,500
Weyerhaeuser Co Deb	54,131	54,131
Wrigley WM JR Co	71,261	71,261
Total Corporate Bonds	2,042,693	2,245,561
Corporate Stock		
Acelormittal	56,913	56,913
American Express Co.	48,791	72,843
Amgen Inc.	120,107	120,107
Automatic Data Processing	157,955	157,955
Avery Dennison Corp.	0	152,073
BP P.L.C. Spons ADR	84,944	84,944
Broadridge Finl Solutions	17,503	17,503
Capital One Financial	88,420	88,420
Carnival Corp.	56,185	56,185
Carnival Cruise Lines	39,438	39,438
Devon Energy Corp.	105,673	105,673
Ecolab, Inc.	99,953	99,953
Electronic Arts, Inc.	0	81,578
EMC Corp.	75,571	75,571

Oxnard Foundation

	Dec 31, 12	Dec 31, 11
General Electric Co.	143,220	143,220
Hewlett Packard Co.	160,154	90,988
IBM Corp	49,935	56,153
IShares IboxxHY Corp Bond	50,178	0
IShares S&P Pref Stk Indx Fd	150,698	0
IShares Tr High Yld Corp	99,643	99,643
Jacobs Engineering Group	104,551	104,551
Johnson & Johnson	162,740	162,740
JP Morgan Chase & Co.	112,370	112,370
Life Tchnology Corp.	0	40,030
Microsoft	201,213	201,213
Nordstrom Inc.	19,136	19,136
Omnicom Group Inc.	132,317	152,977
Pepsico Inc.	4,898	7,060
Precision Castparts Corp.	76,976	76,976
Proctor & Gamble	174,501	202,884
Schlumberger Ltd.	87,488	87,488
Stericycle, Inc.	82,558	82,558
SVB Financial	47,362	47,362
Swift Energy Holding Co.	47,839	47,839
T.Rowe Price	94,474	94,474
Teva Pharmaceutical	167,006	116,973
Vanguard MSCI Emerging Marke...	80,344	80,344
Vanguard ST Corp Bond Etf	150,170	0
Vodafone Group	96,144	65,725
Wal Mart Stores Inc.	19,781	27,694
Walgreen Co.	0	342
Walt Disney	85,557	111,426
Western Union Co.	89,403	89,403
Total Corporate Stock	<u>3,642,110</u>	<u>3,530,725</u>
Total Other Assets	<u>5,684,803</u>	<u>5,776,286</u>
TOTAL ASSETS	<u><u>6,193,897</u></u>	<u><u>6,080,328</u></u>
LIABILITIES & EQUITY		
Equity		
Fund Balance	6,057,573	6,057,573
Retained Earnings	22,755	-102,208
Net Income	113,569	124,963
Total Equity	<u>6,193,897</u>	<u>6,080,328</u>
TOTAL LIABILITIES & EQUITY	<u><u>6,193,897</u></u>	<u><u>6,080,328</u></u>