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

2012

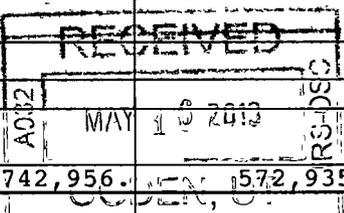
Department of the Treasury
Internal Revenue Service

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

Name of foundation THE MARY OAKLEY FOUNDATION, INC.		A Employer identification number 77-0391113
Number and street (or P O box number if mail is not delivered to street address) 494 TWIN OAKS CT	Room/suite	B Telephone number (see the instructions) (805) 494-5137
City or town THOUSAND OAKS	State ZIP code CA 91362-3166	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <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, column (c), line 16) \$ 12,236,473.	J Accounting method. <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"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	808.	808.	808.	
4 Dividends and interest from securities	334,088.	334,088.	334,088.	
5a Gross rents	238,039.	238,039.	238,039.	
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	170,021.	L-6a Stmt		
b Gross sales price for all assets on line 6a	6,602,795.			
7 Capital gain net income (from Part IV, line 2)		170,021.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	742,956.	742,956.	572,935.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	110.			
b Accounting fees (attach sch)	9,008.	2,252.	2,252.	4,504.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	10,183.	10,183.		
19 Depreciation (attach sch) and depletion L-19 Stmt	30,360.	15,180.	15,180.	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	68,277.	23,248.	3,020.	28,748.
24 Total operating and administrative expenses. Add lines 13 through 23	117,938.	50,863.	20,452.	33,252.
25 Contributions, gifts, grants paid	989,099.			989,099.
26 Total expenses and disbursements. Add lines 24 and 25	1,107,037.	50,863.	20,452.	1,022,351.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-364,081.			
b Net investment income (if negative, enter -0-)		692,093.		
c Adjusted net income (if negative, enter -0-)			552,483.	



SCANNED BY MAY 20 2013

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing	142,268.	197,286.	197,286.
	2	Savings and temporary cash investments	235,868.	937,684.	937,684.
	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	0.	5,479.	5,479.
	10a	Investments – U.S. and state government obligations (attach schedule)			
		b Investments – corporate stock (attach schedule)			
		c Investments – corporate bonds (attach schedule)	8,307,925.	7,398,743.	7,504,752.
	11	Investments – land, buildings, and equipment basis	1,600,547.		
	Less: accumulated depreciation (attach schedule)	544,752.	1,055,795.	2,438,000.	
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	1,152,338.	1,149,456.	1,149,456.	
14	Land, buildings, and equipment, basis	67,629.			
	Less: accumulated depreciation (attach schedule)	63,813.	2,775.	3,816.	
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	11,019,118.	10,748,259.	12,236,473.	
LIABILITIES	17	Accounts payable and accrued expenses	9,580.	3,569.	
	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)	9,580.	3,569.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	11,009,538.	10,744,690.	
30	Total net assets or fund balances (see instructions)	11,009,538.	10,744,690.		
31	Total liabilities and net assets/fund balances (see instructions)	11,019,118.	10,748,259.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,009,538.
2	Enter amount from Part I, line 27a	2	-364,081.
3	Other increases not included in line 2 (itemize) UNRELATED BUSINESS INCOME	3	145,926.
4	Add lines 1, 2, and 3	4	10,791,383.
5	Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	46,693.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	10,744,690.

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 FIXED INCOME SECURITIES	P	Various	Various
b CARROWS LODI	D	12/31/99	07/18/12
c RETURN OF PRINCIPAL	P	Various	Various
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,346,721.		1,316,450.	30,271.
b 387,428.	74,082.	199,522.	261,988.
c 4,868,645.		4,990,883.	-122,238.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) 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 0.	0.	0.	30,271.
b			261,988.
c			-122,238.
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	170,021.
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	-91,967.

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

(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	642,574.	12,393,430.	0.051848
2010	643,359.	12,136,177.	0.053012
2009	620,471.	12,094,352.	0.051303
2008	578,680.	10,881,347.	0.053181
2007	504,933.	9,806,265.	0.051491

2 Total of line 1, column (d)	2	0.260835
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	0.052167
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,374,123.
5 Multiply line 4 by line 3	5	645,521.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,921.
7 Add lines 5 and 6	7	652,442.
8 Enter qualifying distributions from Part XII, line 4	8	1,022,351.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,921.
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	6,921.
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	6,921.
6 Credits/Payments		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	12,400.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	12,400.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,479.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 5,479. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA – California</u>		
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 <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 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

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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 <u>MARYOAKLEYFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>DR WILLIAM STIVELMAN</u> Telephone no. <u>(805) 494-5137</u> Located at <u>494 TWIN OAKS CT THOUSAND OAKS CA</u> ZIP + 4 <u>91362-3166</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 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.)		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) Yes No

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? 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? Yes No

5 b		
6 b		X
7 b		

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
DR WILLIAM STIVELMAN 494 TWIN OAKS CT THOUSAND OAKS CA 91362	PRESIDENT 5.00	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 None

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

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

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

Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THIS FOUNDATION PROVIDES FUNDING FOR THE CARE OF INDIGENT ALZHEIMERS PATIENTS. THE FOUNDATION PROVIDES RESIDENTIAL CARE THROUGH 4 DIFFERENT FACILITIES. 12 PEOPLE WERE ASSISTED IN 2012	441,929.
2 RESPITE GRANTS ARE MONIES STIPENED TO INDIVIDUALS REQUIRING ASSISTANCE WHEN FAMILIES CANNOT PROVIDE CARE THEMSELVES BECAUSE OF PRESSING NEEDS OUTSIDE THE HOME.	70,000.
3 THE FOUNDATION ELECTED TO ESTABLISH A CHAIR IN NEURODEGENERATIVE DISEASES AT UCLA.	400,000.
4 THE FOUNDATION SUPPORTS RESEARCH FOR THE CARE OF THE ELDERLY THROUGH THE ESTELLE DOHENY EYE FOUNDATION.	45,000.

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

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

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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	8,119,535.
b Average of monthly cash balances	1 b	756,541.
c Fair market value of all other assets (see instructions)	1 c	3,686,485.
d Total (add lines 1a, b, and c)	1 d	12,562,561.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	12,562,561.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	188,438.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,374,123.
6 Minimum investment return. Enter 5% of line 5	6	618,706.

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	618,706.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	6,921.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	6,921.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	611,785.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	611,785.
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	611,785.

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	1,022,351.
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	1,022,351.
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	6,921.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,015,430.

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				611,785.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	24,350.			
b From 2008	45,445.			
c From 2009	28,162.			
d From 2010	47,914.			
e From 2011	35,253.			
f Total of lines 3a through e	181,124.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,022,351.				
a Applied to 2011, but not more than line 2a				
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 2012 distributable amount				611,785.
e Remaining amount distributed out of corpus	410,566.			
5 Excess distributions carryover applied to 2012 (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	591,690.			
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 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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	24,350.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a .	567,340.			
10 Analysis of line 9:				
a Excess from 2008	45,445.			
b Excess from 2009	28,162.			
c Excess from 2010	47,914.			
d Excess from 2011	35,253.			
e Excess from 2012	410,566.			

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

DEBORAH DUNN
2969 GLEN ALBYN DRIVE, STE A
SANTA BARBARA CA 93105 (805) 448-3461

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

SEE STATEMENT

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
<i>a Paid during the year</i>				
SEE STATEMENT			SEE STATEMENT	
SEE STATEMENT				
SANTA BARBARA CA 93101		501C3		441,929.
UCLA			CHAIR IN	
450 N HILGARD AVE			NEURODEGENERATIVE	
LOS ANGELES CA 90024		501C3	DISEASES	400,000.
FRIENDSHIP CENTER			PROVIDES FUNDS FOR	
83 EUCALYPTUS LANE			ADULT DAYCARE	
SANTA BARBARA CA 93108		501C3	RESEARCH REGARDING	71,170.
ESTELLE DOHENY EYE FOUNDATION			THE OPTIC NERVE OF	
1355 SAN PABLO ST			PERSONS WITH ALZHEIMER'S	45,000.
LOS ANGELES CA 90033		501C3	RESPITE CARE	
ALZHEIMER'S ASSOCIATION				
1528 CHAPALA ST				
SANTA BARBARA CA 93101		501C3		31,000.
Total				▶ 3 a 989,099.
<i>b Approved for future payment</i>				
Total				▶ 3 b

**Depreciation and Amortization
(Including Information on Listed Property)**

2012

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Attachment
Sequence No **179**

Name(s) shown on return

Identifying number

THE MARY OAKLEY FOUNDATION, INC.

77-0391113

Business or activity to which this form relates

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	▶ 13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	30,107.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B – Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property		2,530.	5.0 yrs	HY	S/L	253.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			27.5 yrs	MM	S/L	
			39 yrs	MM	S/L	

Section C – Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations – see instructions	22	30,360.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24 a Do you have evidence to support the business/investment use claimed? Yes No 24b If 'Yes,' is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost	
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use.									
27 Property used 50% or less in a qualified business use:									
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1							28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1								29	

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f) See the instructions for where to report					44

Name THE MARY OAKLEY FOUNDATION, INC. Employer Identification Number 77-0391113

Asset Information:

Description of Property FIXED INCOME SECURITIES
Date Acquired: Various How Acquired: Purchased
Date Sold: Various Name of Buyer: _____
Sales Price: 6,215,367. Cost or other basis (do not reduce by depreciation) 6,307,334.
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): -91,967. Accumulation Depreciation _____

Description of Property: 612 EAST KETTLEMAN LANE, LODI, CA
Date Acquired 12/31/99 How Acquired Donated
Date Sold: 07/18/12 Name of Buyer: _____
Sales Price 387,428. Cost or other basis (do not reduce by depreciation) 125,440.
Sales Expense _____ Valuation Method: _____
Total Gain (Loss) 261,988. Accumulation Depreciation _____

Description of Property: _____
Date Acquired: _____ How Acquired _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation _____

Description of Property _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method _____
Total Gain (Loss) _____ Accumulation Depreciation _____

Description of Property _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss): _____ Accumulation Depreciation _____

Description of Property _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss) _____ Accumulation Depreciation _____

Description of Property _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss) _____ Accumulation Depreciation _____

Description of Property _____
Date Acquired: _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method: _____
Total Gain (Loss) _____ Accumulation Depreciation: _____

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
AZ TAX	10,098.	10,098.		
CA TAX	85.	85.		
Total	<u>10,183.</u>	<u>10,183.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
AUTO	316.	79.	79.	258.
BANK FEES	15.	4.	4.	7.
INSURANCE	13,361.			
POSTAGE & MAILING	627.	156.	156.	315.
TELEPHONE	990.	248.	247.	495.
MEETINGS	924.	231.	231.	462.
RENTAL EXPENSES	40,549.	20,275.		20,274.
EDUCATIONAL OUTREACH	6,887.			6,887.
STENO SERVICE	616.	308.	308.	
STORAGE	3,685.	1,843.	1,842.	
SUPPLIES	207.	104.	103.	
WEBSITE	100.		50.	50.
Total	<u>68,277.</u>	<u>23,248.</u>	<u>3,020.</u>	<u>28,748.</u>

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

FEDERAL TAX EXPENSE	<u>46,692.</u>
ROUNDING	<u>1.</u>
Total	<u>46,693.</u>

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
EQUIPMENT	01/01/96	41516	41516	SL	7.00	0		
OFFICE CHAIR	12/19/03	869	869	SL	7.00	0		
OFFICE FURNISHINGS	06/19/04	2077	2077	SL	7.00	0		
EQUIPMENT	08/31/07	1260	1126	SL	5.00	134		
COMPUTER EQUIPMENT	06/30/06	6910	6910	SL	5.00	0		
COMPUTER EQUIPMENT	06/30/07	3867	3650	SL	5.00	217		
COMPUTER EQUIPMENT	06/30/08	5853	5351	SL	5.00	335		
COMPUTER EQUIPMENT	06/30/10	2749	825	SL	5.00	550		
CARROWS LODI	12/31/99	167360	73542	SL	39.00	540		
DENNYS ODESSA	12/31/99	330547	98674	SL	39.00	3697		
MOTEL 6 STILLWATER	09/28/94	270000	85216	SL	39.00	5403		
ELEPHANT BAR LAE MIRADA	09/28/94	1000000	332531	SL	39.00	19231		
COMPUTER EQUIP	06/30/12	2530		SL	5.00	253		

Additional Information For Tax Return

THE MARY OAKLEY FOUNDATION, INC.

77-03911

Form 990-PF, p10: Part XV, Line 2d-1

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

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

990 PF II line 10C
 THE MARY OAKLEY
 Dec 31, 2012
 TIN#77-391113

CUSIP	DESCRIPTION	COST BASIS	FMV	GAIN/(LOSS)
21075WDQ5	CONTIMORTG TR 1996-4-A8	4,571.23	4,571.23	0.00
312903VF1	FHLMC 139-G	827.42	827.42	0.00
312906NA4	FHLMC 1112-G	1,718.67	1,718.67	0.00
3133T5TC7	FHLMC 1740-D	1,952.19	1,952.19	0.00
3133T7JS9	FHLMC 1865-PE	6,893.23	7,873.84	980.61
31340YMC0	FED HM LN REMIC 37-D	233.83	233.83	0.00
31358UMV5	FNMA G 93 15H	7,778.12	8,552.61	774.49
31359EYT2	FNMA 93 199PX	2,402.98	2,402.98	0.00
31359FAMO	FNMA 93 208-K	16,531.88	18,157.60	1,625.72
31359LLV5	FNMA G 1A DD	1,163.22	1,163.22	0.00
31359W3B5	FNR 1999 51 DB	9,671.91	9,671.91	0.00
3136A1AN5	FNR 2100-102 GK	240,181.39	237,690.95	-2,490.44
3136A1AS4	FANNIE MAE 2011-102 GH	283,687.50	284,968.75	1,281.25
3137A33F4	FHR 3763 TB	566,105.00	577,539.20	11,434.20
3137AJQD9	FHR 3972 LA	30,442.87	30,033.76	-409.11
31392HB69	FNMA 03-9-EB	24,126.00	26,433.84	2,307.84
31392W6N5	FHR 2508 PH	36,928.51	37,963.20	1,034.69
31393BL86	FNMA 2003-35-UC	13,260.05	13,959.72	699.67
31393CYY3	FNMA 03-46 DA	27,389.95	27,415.20	25.25
31393LRM7	FHR 2577 KG	9,419.99	9,294.11	-125.88
31393UJW4	FNMA 2003 122 KA	4,204.63	4,336.67	132.04
31393WYN3	FHLMC 2638 JP	14,029.92	13,686.96	-342.96
31394CBE1	FNMA 05-3 KA	1,732.23	1,704.24	-27.99
31394FQX6	FNMA 2005-80 TU	20,754.81	22,169.79	1,414.98
31394TRHO	FHLMC 2762 XC	21,869.20	23,002.54	1,133.34
31394VAP5	FNR 2005-121 V	49,505.77	49,962.37	456.60
31394XPM2	FHLMC 2780 JA	9,070.81	9,614.31	543.50
31395DNC9	FNMA 06-34 PD	45,918.16	46,576.51	658.35
31395HZZ6	FHLMC 2886 HE	22,208.83	21,811.47	-397.36
31395TJS4	FHLMC 2957 CG	10,865.54	11,288.32	422.78
31395U6P1	FHLMC 2981 ND	5,983.28	5,911.24	-72.04
31396TBM4	FEDL HLHC	43,489.58	43,403.86	-85.72
31396VEH7	FNR 2007-32 KT	45,558.13	47,468.12	1,909.99
31396Y2P6	FNMA 2008-30 PB	20,124.20	20,889.10	764.90
31397CDS5	FHR 3237 CDS5	27,648.17	27,930.18	282.01
31397EDF9	FHR 3249 CB	19,184.41	20,069.23	884.82
31398CX45	FHR 3533 PG	32,802.67	32,802.67	0.00
31398JAM5	FHR 3558 G	141,075.00	149,258.70	8,183.70
31398MBD7	FNR 2010-9 UA	103,097.26	104,580.43	1,483.17
36202CXL2	GNMA ASSN II POOL 2483	1,611.42	1,611.42	0.00
383739DB2	GNMA 2001 1 TC	2,190.78	2,542.06	351.28
38373AN77	GNR 2009-69 WN	300,327.21	301,886.20	1,558.99
38373Q3T6	GNR 2003 46 ND	26,256.00	27,891.50	1,635.50
38373T4J1	GNMA 2002-13-KH	30,625.91	32,749.70	2,123.79
38373TAP0	GNMA 2001-53 PM	74,064.83	75,316.08	1,251.25
38373TWU5	GNMA 01-59-MB	30,801.90	33,733.83	2,931.93
38373XYA8	GNMA 2002-44 JB	315.28	308.98	-6.30
38374GFW7	GNR 2004-27 MC	25,385.65	26,870.25	1,484.60
38374JB88	GNMA 04-101 JB	35,327.42	36,283.31	955.89
38374KUJ0	GNMA 05-13 BE	35,530.00	39,782.05	4,252.05
38374MUT4	GNMA 05-92 BA	6,344.60	6,989.09	644.49

38374U2S9	GNMA 09-44 BE	10,339.47	10,464.29	124.82
38374VSL4	GNR 2009-57 QL	23,169.81	24,074.09	904.28
38374YSK0	GNMA 10-85 HQ	25,159.44	25,136.67	-22.77
38375QEY1	GNR 08-33	15,307.50	17,254.50	1,947.00
38375QKZ1	GNR 08-40	76,132.50	75,832.50	-300.00
38377LWJ3	GNMA 10-127 TD	74,832.27	73,424.69	-1,407.58
38377TVN8	GNMA 11-21 BC	100,714.45	100,266.82	-447.63
38377TWG2	GNMA 11-17 CA	74,067.12	73,428.44	-638.68
38377UYQ5	GNR 2011-41 LC	299,425.00	301,976.75	2,551.75
38377MG26	GNR 2010-147 CY	100,534.55	100,922.30	387.75
3136A3CW9	FNMA 11-140	65,818.09	66,051.76	233.67
31397NYK5	FNR 2009-32 GL	155,156.50	164,830.20	9,673.70
31397QGZ5	FNMA 2011-2 PD	190,356.00	194,108.40	3,752.40
3137AJ6U3	FHLMC 3955 CD	33,658.96	33,247.92	-411.04
31397URQ4	FANNY MAE 2011-63 QL	46,068.75	51,235.20	5,166.45
31397URW1	FNMA 2011-63 JL	34,831.00	38,612.78	3,781.78
3137AJSZ8	FHLMC 3967 CM	52,090.25	55,395.50	3,305.25
3136A1U78	FNR 2011-115 UB	382,538.25	390,239.75	7,701.50
3137ATFC1	FHR 4091 LG	556,991.56	555,437.33	-1,554.23
3137AJ6V1	FHLMC 3955 CE	345,956.50	349,452.00	3,495.50
3137APNN6	FHLMC 4030-WT	171,266.43	169,184.43	-2,082.00
3136A6KD5	FNR 12-58 KT	61,820.09	60,699.70	-1,120.39
3137ARC95	FHR 4061 GH	200,130.67	198,923.74	-1,206.93
3137AVRG4	FHR 4128 KA	472,721.87	469,973.19	-2,748.68
3136A6WC4	FNR 12-56 WD	36,662.84	36,903.16	240.32
3137AQYX0	FHLMC 4064 TE	161,531.26	162,018.14	486.88
3137AQYZ5	FHLMC 4064 TG	155,486.25	158,577.00	3,090.75
3136A66L3	FNMA 2012-74 HC	167,329.07	165,902.95	-1,426.12
54473EPT5	LA CNTY PU WKS	209,853.64	207,273.45	-2,580.19
13063BD90	CA ST GEN OB	605,603.19	600,288.50	-5,314.69
		7,398,742.82	7,475,991.56	77,248.74
	ACCRUED INTEREST		28,760.47	
	TOTAL		7,504,752.03	

Mary Oakley Foundation, Inc.
Schedule of Care Recipients
For the Year Ended 12/31/2012
77-0391113

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

The Foundation provided grants totaling \$441,929 to fund the care of the indigent Alzheimer's patients at four different licensed residential care facilities in the Santa Barbara area. Following are the names of the individuals who benefited under this program.

Malloy, Sophie
Allen, Linda
Castaneda, Claudia
Dalmas, Elizabeth
Hernandez, Rosalie
Nurdyke, Marge
Angell, Grace
Bolduan, Margaret
Steiner, Ursula
Faarbech, Jens
Richter, Ruth