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

2013

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning , 2013, 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		B Telephone number (see the instructions) (805) 494-5137
Room/suite		C If exemption application is pending, check here. ▶ <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code THOUSAND OAKS CA 91362-3166		
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Initial Return of a former public charity	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"/> Amended return	
	<input type="checkbox"/> Name change	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
<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) 11,495,664.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>

	(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))				
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				
4 Dividends and interest from securities	285,644.	285,644.		
5a Gross rents	372,648.	372,648.		
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-68,163.	L-6a Stmt		
b Gross sales price for all assets on line 6a 2,772,009.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	590,129.	658,292.	0.	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	7,588.	3,794.		3,794.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	60,736.	85.		
19 Depreciation (attach sch) and depletion I-19 Stmt.	29,829.	28,331.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	19,000.	6,674.		12,382.
24 Total operating and administrative expenses. Add lines 13 through 23	117,153.	38,884.		16,176.
25 Contributions, gifts, grants paid	517,701.			517,701.
26 Total expenses and disbursements. Add lines 24 and 25	634,854.	38,884.		533,877.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-44,725.			
b Net investment income (if negative, enter -0-)		619,408.		
c Adjusted net income (if negative, enter -0-)			0.	

REVENUE

ADMINISTRATIVE EXPENSES

RECEIVED
OGDEN, UT

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	197,286.	261,819.	261,819.
	2	Savings and temporary cash investments	937,684.	58,489.	58,489.
	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	5,479.		
	10a	Investments — U S and state government obligations (attach schedule)			
		b Investments — corporate stock (attach schedule)			
		c Investments — corporate bonds (attach schedule)	7,398,743.	8,220,066.	7,601,975.
	11	Investments — land, buildings, and equipment basis ▶ 1,600,547.			
	Less accumulated depreciation (attach schedule) ▶ 573,083.	1,055,795.	1,027,464.	2,438,000.	
12	Investments — mortgage loans				
13	Investments — other (attach schedule)	1,149,456.	1,129,213.	1,129,213.	
14	Land, buildings, and equipment basis ▶ 71,479.				
	Less accumulated depreciation (attach schedule) ▶ 65,311.	3,816.	6,168.	6,168.	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	10,748,259.	10,703,219.	11,495,664.	
LIABILITIES	17	Accounts payable and accrued expenses	3,569.	3,252.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	3,569.	3,252.	
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here ▶ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,744,690.	10,699,967.	
	30	Total net assets or fund balances (see instructions)	10,744,690.	10,699,967.	
	31	Total liabilities and net assets/fund balances (see instructions).	10,748,259.	10,703,219.	

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 10,744,690.
2	Enter amount from Part I, line 27a	2 -44,725.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3 2.
4	Add lines 1, 2, and 3	4 10,699,967.
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 10,699,967.

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						
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 2,772,009.		2,840,172.	-68,163.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))			
a			-68,163.			
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	-68,163.	
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	-68,163.	

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))
2012	1,015,430.	12,374,123.	0.082061
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
2 Total of line 1, column (d)			2 0.291405
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 0.058281
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4 11,789,356.
5 Multiply line 4 by line 3			5 687,095.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,194.
7 Add lines 5 and 6.			7 693,289.
8 Enter qualifying distributions from Part XII, line 4			8 533,877.

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	12,388.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2.		3	12,388.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	12,388.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a		7,279.
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	TAX PD WITH O.H. \$1,915		9,194.
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	3,194.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	0.	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)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		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? If 'Yes,' complete Part II, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
CA - California		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address MARYOAKLEYFOUNDATION.ORG
14 The books are in care of DR WILLIAM STIVELMAN Telephone no. (805) 494-5137
Located at 494 TWIN OAKS CT THOUSAND OAKS CA ZIP + 4 91362-3166
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2013, 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 Yes No 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.

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? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X 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)? 1 b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1 c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X 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
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? Yes X No
b If 'Yes,' did it have excess business holdings in 2013 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 2013) 3 b
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 2013? 4 b X

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

5 a 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)? Yes No 5 b

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? Yes No

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

6 a 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 6 b X

If 'Yes' to 6b, file Form 8870.

7 a 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 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.
JOHN S MOORE 592 TREE TOP LANE THOUSAND OAKS CA 91360	SECRETARY 2.00	0.	0.	0.
RICHARD STIVELMAN 1026 E SCHUMAKER MANOR DR SALSBURY MD 21804	TREASURER 2.00	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 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	7,730,837.
b Average of monthly cash balances	1 b	561,689.
c Fair market value of all other assets (see instructions)	1 c	3,676,363.
d Total (add lines 1a, b, and c)	1 d	11,968,889.
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	11,968,889.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	179,533.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	11,789,356.
6 Minimum investment return. Enter 5% of line 5	6	589,468.

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	589,468.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	12,388.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	12,388.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	577,080.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	577,080.
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	577,080.

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	533,877.
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	533,877.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	533,877.

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

For 990-PF (2013) THE MARY OAKLEY FOUNDATION, INC.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				577,080.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years 20__ , 20__ , 20__				
3 Excess distributions carryover, if any, to 2013				
a From 2008	45,445.			
b From 2009	28,162.			
c From 2010	47,914.			
d From 2011	35,253.			
e From 2012	410,566.			
f Total of lines 3a through e	567,340.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 533,877.				
a Applied to 2012, 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)				533,877.
d Applied to 2013 distributable amount		0.		
e Remaining amount distributed out of corpus	43,203.			43,203.
5 Excess distributions carryover applied to 2013 (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:	524,137.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5.			0.	
b Prior years' undistributed income Subtract line 4b from line 2b				
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				0.
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	2,242.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	521,895.			
10 Analysis of line 9				
a Excess from 2009	28,162.			
b Excess from 2010	47,914.			
c Excess from 2011	35,253.			
d Excess from 2012	410,566.			
e Excess from 2013	0.			

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 2013, enter the date of the ruling.

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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		277,701.
UCLA			CHAIR IN	
450 N HILGARD AVE			NEURODEGENERATIVE	
LOS ANGELES CA 90024		501C3	DISEASES	95,000.
FRIENDSHIP CENTER			PROVIDES FUNDS FOR	
83 EUCALYPTUS LANE			ADULT DAYCARE	
SANTA BARBARA CA 93108		501C3		70,000.
ESTELLE DOHENY EYE FOUNDATION			RESEARCH REGARDING	
1355 SAN PABLO ST			THE OPTIC NERVE OF	
LOS ANGELES CA 90033		501C3	PERSONS WITH ALZHEIMER'S	45,000.
ALZHEIMER'S ASSOCIATION			RESPITE CARE	
1528 CHAPALA ST				
SANTA BARBARA CA 93101		501C3		30,000.
Total ▶ 3 a				517,701.
<i>b Approved for future payment</i>				
Total ▶ 3 b				

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 . . . 2,772,009. Cost or other basis (do not reduce by depreciation) . . . 2,840,172.

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . -68,163. 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 _____

Miscellaneous Statement

PAGE 11 PART XV 3A

THE FOUNDATION PROVIDES FUNDING FOR THE CARE
OF INDIGENT ALZHEIMERS PATIENTS. THE
FOUNDATINO PROVIDES RESIDENTIAL CARE THROUGH 4
DIFFERENT FACILITIES. 10 PEOPLE WERE ASSISTED
IN 2013.

Total

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	10,339.			
CA TAX	85.	85.		
FEDERAL TAX	50,312.			
Total	<u>60,736.</u>	<u>85.</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	135.	67.		68.
BANK FEES	-56.			
INSURANCE	7,754.	3,877.		3,877.
POSTAGE & MAILING	346.	173.		173.
TELEPHONE	1,478.	739.		739.
MEETINGS	548.	274.		274.
EDUCATIONAL OUTREACH	5,193.			5,193.
STENO SERVICE	458.	229.		229.
STORAGE	424.	212.		212.
SUPPLIES	2,205.	1,103.		1,102.
WEBSITE	515.			515.
Total	<u>19,000.</u>	<u>6,674.</u>		<u>12,382.</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	1260	SL	5.00	0		
COMPUTER EQUIPMENT	06/30/06	6910	6910	SL	5.00	0		
COMPUTER EQUIPMENT	06/30/07	3867	3867	SL	5.00	0		
COMPUTER EQUIPMENT	06/30/08	5853	5686	SL	5.00	167		
COMPUTER EQUIPMENT	06/30/10	2749	1375	SL	5.00	550		
DENNYS ODESSA	12/31/99	330547	102371	SL	39.00	3697		
MOTEL 6 STILLWATER	09/28/94	270000	90619	SL	39.00	5403		
ELEPHANT BAR LAE MIRADA	09/28/94	1000000	351762	SL	39.00	19231		
COMPUTER EQUIP	06/30/12	2530	253	SL	5.00	506		
FURNITURE	06/30/13	3850		SL	7.00	275		

Total

Additional Information For Tax Return

THE MARY OAKLEY FOUNDATION, INC.

77-0391113

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 FOUNDATION
 31-Dec-13
 TIN# 77-391113

13062TZB3	CA ST GEN OBLIGATION	289,376.76	253,222.75	-36,154.01
13063BD90	CALIFORNIA ST VER PURPOSE	870,768.42	714,573.75	-156,194.67
21075WDQ5	CONTIMORTG TR 1996-4-A8	3,822.11	3,822.11	0.00
312903VF1	FHLMC 139-G	588.17	588.17	0.00
312906NA4	FHLMC 1112-G	1,495.68	1,495.68	0.00
3133T5TC7	FHLMC 1740-D	1,816.21	1,816.21	0.00
3133T7JS9	FHLMC 1865-PE	4,963.85	5,626.10	662.25
31340YMC0	FED HM LN REMIC 37-D	160.62	160.62	0.00
31358UMV5	FNMA G 93 15H	6,067.16	6,636.95	569.79
31359EYT2	FNMA 93 199PX	2,385.97	2,385.97	0.00
31359FAMO	FNMA 93 208-K	12,164.69	12,864.72	700.03
31359LLV5	FNMA G 1A DD	1,145.95	1,145.95	0.00
31359W3B5	FNR 1999 51 DB	8,028.93	8,028.93	0.00
3136A1AS4	FANNIE MAE 2011-102 GH	283,687.50	275,478.50	-8,209.00
3136A1U78	FNR 2011-115 UB	382,538.25	337,022.75	-45,515.50
3136A6KD5	FNR 12-58 KT	21,924.58	20,837.54	-1,087.04
3136A6WC4	FNR 12-56 WD	212,176.67	205,848.25	-6,328.42
3137A6WR9	FHLMCREMIC SERIES 3810 LC	164,850.00	151,123.50	-13,726.50
3136AAX59	FNMA REMIC TRUST 2012-145 KH	370,206.02	328,829.10	-41,376.92
3137A33F4	FHR 3763 TB	375,746.21	363,588.40	-12,157.81
3137AJ6U3	FHLMC 3955 CD	6,053.71	5,925.29	-128.42
3137AJ6V1	FHLMC 3955 CE	345,956.50	322,694.00	-23,262.50
3137AJSZ8	FHLMC 3967 CM	52,090.25	47,202.00	-4,888.25
3137AQYX0	FHLMC 4064 TE	111,483.72	103,147.04	-8,336.68
3137AQYZ5	FHLMC 4064 TG	155,486.25	130,995.00	-24,491.25
3137ARC95	FHR 4061 GH	60,997.67	56,327.84	-4,669.83
3137ASVA9	FHR 4094 EJ	137,000.99	129,948.39	-7,052.60
3137ATFC1	FHR 4091 LG	454,554.72	395,425.50	-59,129.22
3137AVRG4	FHR 4128 KA	348,680.44	277,416.88	-71,263.56
3137GAD79	FHLMC REMIC SERIES 3721 PE	197,539.42	191,237.59	-6,301.83
31392HB69	FNMA 03-9-EB	24,126.00	25,657.20	1,531.20
31392W6N5	FHR 2508 PH	24,205.53	24,979.87	774.34
31393A5V5	FNMA REMIC TR 2003-39	208,844.00	210,820.00	1,976.00
31393BL86	FNMA 2003-35-UC	9,021.58	9,310.87	289.29
31393UJW4	FNMA 2003 122 KA	230.60	238.49	7.89
31394FQX6	FNMA 2005-80 TU	12,039.47	12,867.51	828.04
31394TRHO	FHLMC 2762 XC	13,322.44	13,863.44	541.00
31394VAP5	FNR 2005-121 V	24,807.69	24,677.87	-129.82
31394XPM2	FHLMC 2780 JA	4,321.01	4,678.03	357.02
31395DNC9	FNMA 06-34 PD	1,616.11	1,584.51	-31.60
31395TJS4	FHLMC 2957 CG	7,981.35	8,271.75	290.40
31396TBM4	FEDL HLMC	5,408.53	5,280.13	-128.40
31396VEH7	FNR 2007-32 KT	27,555.60	28,069.19	513.59
31396Y2P6	FNMA 2008-30 PB	7,151.03	7,228.48	77.45
31397CDS5	FHR 3237 CDS5	18,586.93	18,732.57	145.64
31397EDF9	FHR 3249 CB	11,932.87	11,659.08	-273.79
31397NYK5	FNR 2009-32 GL	155,156.50	156,998.75	1,842.25
31397QEC8	FNR 2010-150 PG	238,057.42	230,838.18	-7,219.24
31397QGZ5	FNMA 2011-2 PD	190,356.00	182,145.60	-8,210.40
31397URQ4	FANNY MAE 2011-63 QL	46,068.75	43,456.50	-2,612.25
31397URW1	FNMA 2011-63 JL	34,831.00	32,761.72	-2,069.28

31398CX45	FHR 3533 PG	17,499.73	18,029.48	529.75
31398FTV3	FNR 2009-91 DH	9,935.72	9,839.23	-96.49
31398FX97	FNR 2009-89 PH	41,656.50	42,845.20	1,188.70
31398JAM5	FHR 3558 G	141,075.00	139,186.35	-1,888.65
31398MBD7	FNR 2010-9 UA	6,510.32	6,441.13	-69.19
36202CXL2	GNMA ASSN II POOL 2483	1,362.31	1,362.31	0.00
383739DB2	GNMA 2001 1 TC	1,744.99	1,923.73	178.74
38373AN77	GNR 2009-69 WN	181,238.84	181,023.84	-215.00
38373Q3T6	GNR 2003 46 ND	26,256.00	27,951.00	1,695.00
38373T4J1	GNMA 2002-13-KH	25,102.72	27,332.33	2,229.61
38373TAP0	GNMA 2001-53 PM	36,965.67	37,221.85	256.18
38373TWU5	GNMA 01-59-MB	24,437.57	26,048.81	1,611.24
38374GFW7	GNR 2004-27 MC	18,584.48	20,064.14	1,479.66
38374JB88	GNMA 04-101 JB	20,224.04	20,624.98	400.94
38374KUJ0	GNMA 05-13 BE	35,530.00	38,025.05	2,495.05
38374MUT4	GNMA 05-92 BA	6,344.60	6,935.02	590.42
38374XSX4	GNR 2009-23 NG	68,047.20	66,646.45	-1,400.75
38374YSK0	GNMA 10-85 HQ	6,891.18	6,739.29	-151.89
38375QEY1	GNR 08-33	15,307.50	16,655.10	1,347.60
38377MG26	GNR 2010-147 CY	99,737.60	103,177.13	3,439.53
38377TVN8	GNMA 11-21 BC	63,072.19	64,216.63	1,144.44
38377TWG2	GNMA 11-17 CA	7,510.20	6,870.91	-639.29
38378UVU8	GNR 13-148 CK	176,594.65	166,964.41	-9,630.24
51724TAY0	LARKSPUR-CORTE MADERA SCH DIST	25,416.53	25,047.50	-369.03
544435Z29	LA CA DEPT ARPTS SENIOR	149,840.82	143,401.50	-6,439.32
54473EPT5	LOS ANGELES CNTY PUB WRKS	209,422.78	172,372.20	-37,050.58
545624NKO	LOS RIOS CALIF CMNTY COLLEGE	94,002.50	92,637.00	-1,365.50
789636GU5	ST HEKENA CALIF UNI SCH DIST	149,856.50	146,341.50	-3,515.00
79765DA83	SAN FRANCISCO CALIF	208,509.21	171,404.00	-37,105.21
79768HCE6	SAN FRANCISCO CALIF	138,840.00	136,959.00	-1,881.00
79768HCF3	SAN FRANCISCO CALIF	263,170.21	222,110.00	-41,060.21
		8,220,065.39	7,555,932.29	(664,133.10)
	ACCRUED INTEREST		46,042.93	
	TOTAL		7,601,975.22	