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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation
THE OXLEY FOUNDATION

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

City or town, state or province, country, and ZIP or foreign postal code
TULSA, OK 74119

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 54,274,143. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

A Employer identification number
73-6224031

B Telephone number
918-584-1978

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,333,159.	1,331,021.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,424,259.			
b Gross sales price for all assets on line 6a		16,602,832.			
7 Capital gain net income (from Part IV, line 2)			1,418,196.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		470,125.	345,659.		STATEMENT 2
12 Total. Add lines 1 through 11		3,227,543.	3,094,876.		
13 Compensation of officers, directors, trustees, etc		0.	2,959.		0.
14 Other employee salaries and wages					0.
15 Pension plans, employee benefits		41,937.	41,937.		0.
16a Legal fees					
b Accounting fees STMT 3		16,136.	16,136.		0.
c Other professional fees STMT 4		184,884.	184,392.		0.
17 Interest		13,924.	2,766.		0.
18 Taxes STMT 5		12,534.	12,479.		0.
19 Depreciation and depletion		6,942.	4,015.		
20 Occupancy		23,316.	23,316.		0.
21 Travel, conferences, and meetings		10,848.	10,848.		0.
22 Printing and publications					
23 Other expenses STMT 6		518,606.	267,162.		247,379.
24 Total operating and administrative expenses. Add lines 13 through 23		829,127.	566,010.		247,379.
25 Contributions, gifts, grants paid		4,035,880.			4,035,880.
26 Total expenses and disbursements. Add lines 24 and 25		4,865,007.	566,010.		4,283,259.
27 Subtract line 26 from line 12.		-1,637,464.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,528,866.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		866,289.	1,441,046.	1,441,046.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		81,320.	55,349.	54,593.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 7		14,476,398.	16,113,155.	19,562,703.
	c	Investments - corporate bonds STMT 8		31,472,500.	28,287,768.	27,541,298.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		4,478,981.	3,819,615.	3,239,419.	
14	Land, buildings, and equipment: basis ▶ 51,600.					
	Less accumulated depreciation STMT 10 ▶ 44,542.		10,734.	7,058.	7,058.	
15	Other assets (describe ▶ STATEMENT 11)		219,916.	219,916.	2,428,026.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		51,606,138.	49,943,907.	54,274,143.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	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		100.	100.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		51,606,038.	49,943,807.		
30	Total net assets or fund balances		51,606,138.	49,943,907.		
31	Total liabilities and net assets/fund balances		51,606,138.	49,943,907.		

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	51,606,138.
2	Enter amount from Part I, line 27a	2	-1,637,464.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	49,968,674.
5	Decreases not included in line 2 (itemize) ▶ PRIOR YEAR TAXES	5	24,767.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,943,907.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 16,602,832.		15,178,573.	1,424,259.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			1,424,259.	
2 Capital gain net income or (net capital loss)		2		1,424,259.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	4,990,053.	56,979,710.	.087576
2012	3,318,954.	56,824,292.	.058407
2011	2,392,830.	59,450,830.	.040249
2010	2,920,254.	57,677,490.	.050631
2009	4,080,207.	89,036,990.	.045826
2 Total of line 1, column (d)		2	.282689
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	.056538
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4	56,253,159.
5 Multiply line 4 by line 3		5	3,180,441.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	25,289.
7 Add lines 5 and 6		7	3,205,730.
8 Enter qualifying distributions from Part XII, line 4		8	4,283,259.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	25,289.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	25,289.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	25,289.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	55,349.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	55,349.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	30,060.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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
4a 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? 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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>OK</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 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 2014 or the taxable year beginning in 2014 (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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JANE JONES</u> Telephone no. ► <u>918-584-1978</u> Located at ► <u>1437 S. BOULDER, STE 770, TULSA, OK</u> ZIP+4 ► <u>74119</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	15		N/A
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ► <u>SEE STATEMENT 12</u>	16	X	No

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ 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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 2014 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 2014.)		X
4a 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 2014?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN C. OXLEY	TRUSTEE			
1437 S. BOULDER, SUITE 770				
TULSA, OK 74119	0.00	0.	0.	0.
MARY JANE TRITSCH	TRUSTEE			
1437 S. BOULDER, SUITE 770				
TULSA, OK 74119	0.00	0.	0.	0.
RUSSELL H. HARBAUGH, JR.	TRUSTEE			
1437 S. BOULDER, SUITE 770				
TULSA, OK 74119	32.80	2,959.	0.	0.

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

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

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

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GREENHILL PROPERTIES, LLC	ADMINISTRATIVE	
1437 S. BOULDER, STE. 770, TULSA, OK 74119	OVERHEAD	534,133.
WELLS FARGO	INVESTMENT	
2431 E 61ST STREET STE. 400, TULSA, OK 74136	MANAGEMENT	55,374.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	53,258,332.
b	Average of monthly cash balances	1b	1,326,404.
c	Fair market value of all other assets	1c	2,525,070.
d	Total (add lines 1a, b, and c)	1d	57,109,806.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	57,109,806.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	856,647.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,253,159.
6	Minimum investment return. Enter 5% of line 5	6	2,812,658.

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

1	Minimum investment return from Part X, line 6	1	2,812,658.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	25,289.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	25,289.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,787,369.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,787,369.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,787,369.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,283,259.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,283,259.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	25,289.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,257,970.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,787,369.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			304.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 4,283,259.				
a Applied to 2013, but not more than line 2a			304.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				2,787,369.
e Remaining amount distributed out of corpus	1,495,586.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,495,586.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,495,586.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	1,495,586.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED STATEMENT				4,035,880.
Total	3a		4,035,880.	
b Approved for future payment NONE				
Total	3b		0.	

Part XVI-A · Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities	525990	2,138.	14	1,331,021.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			15	405,842.		
8 Gain or (loss) from sales of assets other than inventory	525990	6,063.	18	1,418,196.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a MISCELLANEOUS INCOME			14	8,943.		
b LIMITED PARTNERSHIP						
c INCOME	525990	165,401.	14	-110,061.		
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		173,602.		3,053,941.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	3,227,543.

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

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

[illegible]

Part XVII

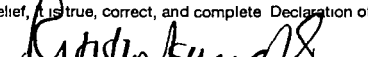
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, this is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee 		Date 11/11/15		Title TRUSTEE	
Paid Preparer Use Only	Print/Type preparer's name MICHAEL R. MOORE		Preparer's signature 		Date 11-10-15	
	Check ☐ if self-employed		PTIN P00398770			
	Firm's name ▶ HOGANTAYLOR LLP				Firm's EIN ▶ 73-1413977	
	Firm's address ▶ 2222 S. UTICA PL., SUITE 200 TULSA, OK 74114-7002				Phone no. (918) 745-2333	

Form **990-PF** (2014)

THE OXLEY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	WHITEHALL GLOBAL REAL ESTATE 2001	P		
c	GS PRIVATE EQUITY PARTNERS 1999	P		
d	GS PEP TECH FUND 2000	P		
e	PRESCOTT GROUP AGGRESSIVE SMALL CAP LP	P		
f	JCF III PRIVATE INVESTORS	P		
g	WHITEHALL PARALLEL GLOBAL REAL ESTATE 2007	P		
h	BEAR STEARNS PRIVATE OPT VENTURES	P		
i	KKR FINANCIAL HOLDINGS LP	P		
j	GS DISTRESSED II	P		
k	SECTION 1231 GAIN/LOSSES FROM K-1'S	P		
l	ORDINARY GAIN FROM KKR PTP MERGER	P		
m	CAPITAL GAINS DIVIDENDS			
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 16,242,122.		15,129,825.	1,112,297.
b 37,402.			37,402.
c 18,268.			18,268.
d 14,790.			14,790.
e 729.			729.
f 26,993.			26,993.
g 84,200.			84,200.
h 14,866.			14,866.
i 55,975.			55,975.
j 65,153.			65,153.
k 13,237.			13,237.
l		48,748.	-48,748.
m 29,097.			29,097.
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,112,297.
b			37,402.
c			18,268.
d			14,790.
e			729.
f			26,993.
g			84,200.
h			14,866.
i			55,975.
j			65,153.
k			13,237.
l			-48,748.
m			29,097.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,424,259.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE OXLEY FOUNDATION

GRANTS

December 31, 2014

DATE	GRANTEE	AMOUNT
3/18/2014	Conference of Southwest Foundations, Inc	2014 PROGRAM SUPPORT \$2,000.00
3/18/2014	Oklahoma Center for Nonprofits	2014 AWARDS \$5,000.00
3/18/2014	Oklahoma Foundation for Excellence	2014 CONTRIBUTION \$2,500.00
3/18/2014	The Salvation Army	WILLIAM BOOTH DINNER \$5,000.00
3/18/2014	Special Olympics Oklahoma	2014 CONTRIBUTION \$1,000.00
3/18/2014	Tulsa Ballet Theatre, Inc.	SCHOOL PROGRAMS \$2,500.00
3/18/2014	Tulsa Community College Foundation	2014 CONTRIBUTION \$2,500.00
3/18/2014	Life Senior Services, Inc.	2014 CONTRIBUTIONS \$2,500.00
3/18/2014	University of Tulsa	2014 CONTRIBUTION \$5,000.00
3/18/2014	Youth Services of Tulsa, Inc.	2014 CONTRIBUTION \$1,500.00
6/19/2014	Exponent Philanthropy	PROGRAM SUPPORT \$2,500.00
6/19/2014	Mental Health Association of Tulsa Inc	CARNIVAL 2014 \$6,000.00
6/19/2014	The Philanthropy Roundtable	2014 PROGRAM SUPPORT \$5,000.00
6/19/2014	Saint Simeon's Episcopal Home Foundation	2014 CONTRIBUTION \$1,000.00
6/19/2014	St. John Medical Center Foundation, Inc.	2014 STREET PARTY \$1,500.00
6/19/2014	The University of Tulsa	2014 CONTRIBUTION \$100,000.00
6/19/2014	Will Rogers High School Foundation	2014 CONTRIBUTION \$5,000.00
6/19/2014	Mental Health Association of Tulsa Inc	2014 CONTRIBUTION \$2,500.00
6/25/2014	The Nature Conservancy, Oklahoma Chapter	2014 CONTRIBUTION \$1,000.00
9/30/2014	Brush Creek Youth Ranch Teen Challenge	2014 CONTRIBUTION \$5,000.00
9/30/2014	Mental Health Association of Tulsa Inc	2014 CONTRIBUTION \$2,500.00
9/30/2014	Oklahoma Conference for Community & Justice	2014 OCCJ DINNER \$3,000.00
9/30/2014	Oklahoma Innovation Institute Inc	2014 CONTRIBUTION \$50,000.00
9/30/2014	The Salvation Army	2014 CONTRIBUTION \$2,000.00
9/30/2014	Tulsa Community College Foundation	2014 VISION DINNER \$20,000.00
9/30/2014	Tulsa Community Foundation	2014 CONTRIBUTION \$50,000.00
9/30/2014	Tulsa Historical Society	2014 CONTRIBUTION \$3,000.00
9/30/2014	Will Rogers Heritage, Inc	2014 CONTRIBUTION \$1,000.00
9/30/2014	Clarehouse	2014 CONTRIBUTION \$2,500.00
11/12/2014	Iron Gate Trust	2015 CONTRIBUTION \$30,000.00
11/13/2014	The Salvation Army	2014 CENTER OF HOPE \$75,000.00
11/13/2014	Kentucky Horse Park Foundation	MUSTANG PROGRAM \$15,000.00
11/13/2014	South Tulsa Community House	GENERAL OPERATIONS \$25,000.00
11/13/2014	StoneSoup Community Venture, Inc.	GENERAL OPERATIONS \$10,000.00
11/13/2014	Tulsa Area United Way	2014 CONTRIBUTION \$15,000.00
11/13/2014	Tulsa Zoo Management	ZOO CAMPAIGN \$10,000.00
11/13/2014	University of the Ozarks	2014 CONTRIBUTION \$5,000.00
11/13/2014	Cumberland College	SCHOLARSHIPS \$5,000.00
11/13/2014	Dillon International, Inc.	2014 CONTRIBUTION \$10,000.00

DATE	GRANTEE		AMOUNT
11/13/2014	Hospice of Green Country, Inc.	2014 CONTRIBUTION	\$5,000.00
11/13/2014	Hospitality House of Tulsa Inc	2014 CONTRIBUTION	\$15,000.00
11/13/2014	New Life Ranch	NEW GYM	\$5,000.00
11/13/2014	Bit By Bit	CAPITAL CAMPAIGN	\$20,000.00
12/2/2014	University of Oklahoma-Tulsa	2014 CONTRIBUTION	\$1,500,000.00
12/2/2014	The University of Tulsa	2014 CONTRIBUTION	\$2,000,000.00
			\$4,038,000.00
	Non Deductible		<u>(\$2,120.00)</u>
			<u><u>\$4,035,880.00</u></u>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS & INTEREST	1,362,256.	29,097.	1,333,159.	1,331,021.	
TO PART I, LINE 4	1,362,256.	29,097.	1,333,159.	1,331,021.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	405,842.	405,842.	
ELECTING INVESTMENT PSHIP ADJ	0.	1,872.	
CANCELLATION OF DEBT AMORTIZATION	0.	39,063.	
MISCELLANEOUS INCOME	8,943.	8,943.	
LIMITED PARTNERSHIP INCOME	55,340.	-110,061.	
TOTAL TO FORM 990-PF, PART I, LINE 11	470,125.	345,659.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,136.	16,136.		0.
TO FORM 990-PF, PG 1, LN 16B	16,136.	16,136.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES	184,884.	184,392.		0.
TO FORM 990-PF, PG 1, LN 16C	184,884.	184,392.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	11,226.	11,171.		0.
OTHER TAX	1,308.	1,308.		0.
TO FORM 990-PF, PG 1, LN 18	12,534.	12,479.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	277.	277.		0.
COMPUTER EXPENSE	3,923.	3,923.		0.
INSURANCE	8,139.	8,139.		0.
OVERHEAD	494,758.	247,379.		247,379.
DUES & SUBSCRIPTIONS	4,338.	4,338.		0.
MEALS & ENTERTAINMENT	3,104.	1,552.		0.
MISCELLANEOUS EXPENSES	1,750.	1,554.		0.
NON-DEDUCTIBLE EXPENSES	2,317.	0.		0.
TO FORM 990-PF, PG 1, LN 23	518,606.	267,162.		247,379.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	16,113,155.	19,562,703.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,113,155.	19,562,703.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	28,287,768.	27,541,298.
TOTAL TO FORM 990-PF, PART II, LINE 10C	28,287,768.	27,541,298.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	3,819,615.	3,239,419.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,819,615.	3,239,419.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
INFINITI SEDAN	25,735.	18,686.	7,049.
COMPUTER SOFTWARE	2,804.	2,795.	9.
FURNITURE	3,640.	3,640.	0.
OFFICE FURNITURE	6,194.	6,194.	0.
COMPUTER EQUIPMENT	1,690.	1,690.	0.
MICROEDGE SOFTWARE	11,537.	11,537.	0.
TOTAL TO FM 990-PF, PART II, LN 14	51,600.	44,542.	7,058.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PRODUCING ROYALTY INTRESTS	552,238.	552,238.	2,208,110.
NONPRODUCING ROYALTY INTERESTS	219,916.	219,916.	219,916.
ACCUMULATED DEPLETION	-552,238.	-552,238.	0.
TO FORM 990-PF, PART II, LINE 15	219,916.	219,916.	2,428,026.

FORM 990-PF	NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST	STATEMENT 12
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NAME OF COUNTRY

CAYMAN ISLANDS
BERMUDA

**STATEMENT ATTACHED MADE PART OF FORM 990-PF
YEAR ENDED 12/31/14**

**STATEMENT 13
PAGE 1 OF 1**

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

THE OXLEY FOUNDATION OCCUPIES OFFICE SPACE LEASED BY GREENHILL PROPERTIES, LLC. A 50% OWNER OF GREENHILL PROPERTIES, LLC IS JOHN C. OXLEY, A TRUSTEE OF THE FOUNDATION. THE FOUNDATION PAID A TOTAL OF \$534,132.70 TO GREENHILL PROPERTIES, LLC FOR EXPENSES ASSOCIATED WITH THE MANAGEMENT OF INVESTMENTS, BOOKKEEPING, AND THE MAKING OF GRANTS TO DONEE ORGANIZATIONS.

PART VIII, QUESTION 1

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