

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.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 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

A Employer identification number
73-6224031

B Telephone number
918-584-1978

C If exemption application is pending, check here *ll*

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

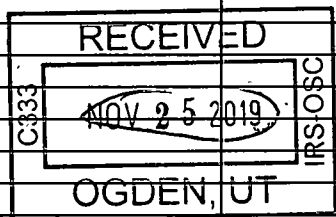
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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 *04*
 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) **\$ 22,958,769.**
 J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Schedule B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	676,053.	676,053.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	842,477.			
	b Gross sales price for all assets on line 10	3,631,089.			
	7 Capital gain net income (from Part IV, line 2)		842,477.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances			1,1419	
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	277,267.	252,564.		STATEMENT 2	
12 Total Add lines 1 through 11	1,795,797.	1,771,094.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	1,246.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	35,454.	35,454.		0.
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	STMT 3 75,198.	75,198.		0.
	17 Interest	8,424.	8,424.		0.
	18 Taxes	STMT 4 15,113.	15,113.		0.
	19 Depreciation and depletion				
	20 Occupancy	14,379.	14,379.		0.
	21 Travel, conferences, and meetings	1,895.	1,895.		0.
	22 Printing and publications				
	23 Other expenses	STMT 5 336,995.	169,729.		158,460.
	24 Total operating and administrative expenses. Add lines 13 through 23	487,458.	321,438.		158,460.
	25 Contributions, gifts, grants paid	2,294,194.			2,294,194.
26 Total expenses and disbursements. Add lines 24 and 25	2,781,652.	321,438.		2,452,654.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-985,855.				
b Net investment income (if negative, enter -0-)		1,449,656.			
c Adjusted net income (if negative, enter -0-)			N/A		



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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.	2.		
	2 Savings and temporary cash investments	2,382,163.	943,770.	943,770.			
	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	37,441.	39,060.	39,060.			
	10a Investments - U.S. and state government obligations						
	b Investments - corporate stock STMT 6	12,084,831.	12,743,831.	13,893,591.			
	c Investments - corporate bonds STMT 7	4,554,835.	4,419,559.	4,793,519.			
	11 Investments - land, buildings, and equipment basis						
Less: accumulated depreciation							
12 Investments - mortgage loans							
13 Investments - other STMT 8	2,091,680.	2,003,911.	1,252,073.				
14 Land, buildings, and equipment: basis	51,600.						
Less: accumulated depreciation STMT 9	51,600.						
15 Other assets (describe)	219,916.	219,916.	2,036,754.				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	21,370,866.	20,370,049.	22,958,769.				
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. <input type="checkbox"/>						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	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	21,370,766.	20,369,949.					
30 Total net assets or fund balances	21,370,866.	20,370,049.					
31 Total liabilities and net assets/fund balances	21,370,866.	20,370,049.					

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	21,370,866.
2 Enter amount from Part I, line 27a	2	-985,855.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	20,385,011.
5 Decreases not included in line 2 (itemize) PY TAXES	5	14,962.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,370,049.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED	P		
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 3,631,089.		2,788,612.	842,477.
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			842,477.
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	842,477.
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 doesn't 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))
2017	15,190,690.	28,783,425.	.527758
2016	2,945,388.	47,976,100.	.061393
2015	4,398,273.	51,776,019.	.084948
2014	4,257,970.	56,253,159.	.075693
2013	4,990,053.	56,979,710.	.087576

2 Total of line 1, column (d)	2	.837368
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.167474
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	26,215,335.
5 Multiply line 4 by line 3	5	4,390,387.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,497.
7 Add lines 5 and 6	7	4,404,884.
8 Enter qualifying distributions from Part XII, line 4	8	2,452,654.

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

Table with 11 rows for excise tax calculation. Includes sub-sections 1a through 11. Total tax due is 8,486. Includes a sub-table for credits/payments (6a-6d) with a total of 37,479.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Includes questions 1a through 10. Many 'No' boxes are marked with an 'X'. Includes a handwritten '2' at the end of row 10.

Part VII A Statements Regarding Activities (continued)

	Yes	No
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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► JANE JONES Telephone no. ► 918-584-1978 Located at ► 1437 S. BOULDER, STE 770, TULSA, OK ZIP+4 ► 74119		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2018, 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. If "Yes," enter the name of the foreign country ► SEE STATEMENT 11	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
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>		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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2018 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 2018.) N/A		
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 2018?		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

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?

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

Yes No

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

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

N/A

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

Yes No

	Yes	No
5a		
5b		
6a		
6b		X
7a		
7b		
8		

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

1 List all officers, directors, trustees, and 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 1437 S. BOULDER, SUITE 770 TULSA, OK 74119	TRUSTEE 0.00	0.	0.	0.
MARY JANE TRITSCH 1437 S. BOULDER, SUITE 770 TULSA, OK 74119	TRUSTEE 0.00	0.	0.	0.
RUSSELL H. HARBAUGH, JR. 1437 S. BOULDER, SUITE 770 TULSA, OK 74119	TRUSTEE 32.80	1,246.	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 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	21,865,198.
b	Average of monthly cash balances	1b	2,657,567.
c	Fair market value of all other assets	1c	2,091,788.
d	Total (add lines 1a, b, and c)	1d	26,614,553.
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	26,614,553.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	399,218.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,215,335.
6	Minimum investment return. Enter 5% of line 5	6	1,310,767.

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

1	Minimum investment return from Part X, line 6	1	1,310,767.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	28,993.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28,993.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,281,774.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,281,774.
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	1,281,774.

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	2,452,654.
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	2,452,654.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,452,654.

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 2017.	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,281,774.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014	1,495,586.			
c From 2015	1,849,152.			
d From 2016	564,862.			
e From 2017	13,781,443.			
f Total of lines 3a through e	17,691,043.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$	2,452,654.			
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				1,281,774.
e Remaining amount distributed out of corpus	1,170,880.			
5 Excess distributions carryover applied to 2018 (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	18,861,923.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(q)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a.	18,861,923.			
10 Analysis of line 9:				
a Excess from 2014	1,495,586.			
b Excess from 2015	1,849,152.			
c Excess from 2016	564,862.			
d Excess from 2017	13,781,443.			
e Excess from 2018	1,170,880.			

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED STATEMENT</p>				<p>2,294,194.</p>
<p>Total</p>			<p>▶ 3a</p>	<p>2,294,194.</p>
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>			<p>▶ 3b</p>	<p>0.</p>

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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.

Table with columns Yes and No. Rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c. All 'No' boxes are checked (X).

Table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No (X)

Table with columns (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here: Under penalty of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 11/13/2019, Title: TRUSTEE. May the IRS discuss this return with the preparer shown below? See instr. (X) Yes () No

Paid Preparer Use Only: Print/Type preparer's name: J. PATRICK MILLIGAN, Preparer's signature: [Signature], Date: 11/12/19, Check self-employed: [], PTIN: P00435069, Firm's name: HOGANTAYLOR LLP, Firm's EIN: 73-1413977, Firm's address: 2222 SOUTH UTICA PL, SUITE 200 TULSA, OK 74114, Phone no.: 918-745-2333

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS & INTEREST	676,053.	0.	676,053.	676,053.	
TO PART I, LINE 4	676,053.	0.	676,053.	676,053.	

FORM 990-PF	OTHER INCOME		STATEMENT 2	
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
OIL & GAS ROYALTIES LIMITED PARTNERSHIP INCOME	289,355.	289,355.		
UBIA ACTIVITY FROM K-1S	-36,791.	-36,791.		
	24,703.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	277,267.	252,564.		

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT SERVICES	75,198.	75,198.			0.
TO FORM 990-PF, PG 1, LN 16C	75,198.	75,198.			0.

FORM 990-PF	TAXES			STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES AND LICENSES	1,738.	1,738.			0.
FOREIGN TAXES	13,375.	13,375.			0.
TO FORM 990-PF, PG 1, LN 18	15,113.	15,113.			0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	326.	326.		0.
INSURANCE	4,069.	4,069.		0.
OVERHEAD	316,920.	158,460.		158,460.
DUES & SUBSCRIPTIONS	3,869.	3,869.		0.
MEALS & ENTERTAINMENT	422.	422.		0.
MISCELLANEOUS EXPENSES	2,583.	2,583.		0.
NON-DEDUCTIBLE EXPENSES	8,806.	0.		0.
TO FORM 990-PF, PG 1, LN 23	336,995.	169,729.		158,460.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	12,743,831.	13,893,591.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,743,831.	13,893,591.

FORM 990-PF

CORPORATE BONDS

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	4,419,559.	4,793,519.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,419,559.	4,793,519.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	2,003,911.	1,252,073.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,003,911.	1,252,073.

 FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
INFINITI SEDAN	25,735.	25,735.	0.
COMPUTER SOFTWARE	2,804.	2,804.	0.
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.	51,600.	0.

 FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PRODUCING ROYALTY INTRESTS	552,538.	552,238.	1,816,838.
NONPRODUCING ROYALTY INTERESTS	219,916.	219,916.	219,916.
ACCUMULATED DEPLETION	-552,538.	-552,238.	0.
TO FORM 990-PF, PART II, LINE 15	219,916.	219,916.	2,036,754.

 FORM 990-PF NAME OF FOREIGN COUNTRY IN WHICH
ORGANIZATION HAS FINANCIAL INTEREST STATEMENT 11

 NAME OF COUNTRY

CAYMAN ISLANDS
BERMUDA

2018 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction in Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	INFINITI SEDAN	12/11/09	SL	7.00		16	25,735.				25,735.	25,735.		0.	25,735.
2	COMPUTER SOFTWARE	05/02	SL	3.00		16	2,804.				2,804.	2,804.		0.	2,804.
3	FURNITURE	01/01/04	SL	7.00		16	3,640.				3,640.	3,640.		0.	3,640.
4	OFFICE FURNITURE	06/01/06	SL	7.00		16	6,194.				6,194.	6,194.		0.	6,194.
5	COMPUTER EQUIPMENT	06/01/06	SL	5.00		16	1,690.				1,690.	1,690.		0.	1,690.
6	MICROEDGE SOFTWARE	02/20/08	SL	3.00		16	11,537.				11,537.	11,537.		0.	11,537.
	* TOTAL 990-PF PG 1 DEPR						51,600.				51,600.	51,600.		0.	51,600.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

THE OXLEY FOUNDATION
GRANTS PAID
December 31, 2018

DATE		AMOUNT
3/30/2018	Alzheimer's Association - Oklahoma Chapter	2018 MEMORY GALA \$5,000.00
3/30/2018	Arts & Humanities Council of Tulsa	IGNITE THE NIGHT \$3,000.00
3/30/2018	Clarehouse	2018 SMOKE & MIRRORS \$5,000.00
3/30/2018	Community Food Bank of Eastern Oklahoma	2018 EMPTY BOWLS \$2,500.00
3/30/2018	Family & Children's Service, Inc	THE WHITE PARTY \$2,500.00
3/30/2018	Girl Scouts of Magic Empire Council	JULIETTE LOW DINNER \$2,500.00
3/30/2018	Good Samaritan Health Services	2018 HEALTH PROGRAMS \$5,000.00
3/30/2018	Hospice of Green Country, Inc.	2018 OYSTERS & ALE \$5,000.00
3/30/2018	Life Senior Services, Inc.	PUTTIN ON THE DOG \$2,500.00
3/30/2018	Mental Health Association of Tulsa Inc	CARNIVAL 2018 \$6,000.00
3/30/2018	Oklahoma Center for Nonprofits	2018 ONE AWARDS \$5,000.00
3/30/2018	St. John Medical Center Foundation, Inc.	2018 ST JOHN PARTY \$2,500.00
3/30/2018	The Philbrook Museum of Art	2018 WINE EXPERIENCE \$7,500.00
3/30/2018	The Salvation Army	DINNER WILLIAM BOOTH \$10,000.00
3/30/2018	Town & Country School	201DIFFERENT STROKES \$2,500.00
3/30/2018	Tulsa Ballet Theatre, Inc.	2018 ICONS & IDOLS \$5,000.00
3/30/2018	Tulsa Boys' Home	2018 RUN FOR ROSES \$3,000.00
3/30/2018	Tulsa Zoo Management	2018 WALTZ WILD SIDE \$6,000.00
3/30/2018	Volunteers of America	2018 RHINESTONE FUND \$2,500.00
3/30/2018	Youth Services of Tulsa, Inc.	2018 BLANK CANVAS \$3,000.00
7/9/2018	Bit by Bit	BBQ FUNDRAISER \$5,000.00
7/9/2018	Mental Health Association of Tulsa Inc	2018ZARROW SYMPOSIUM \$2,500.00
7/9/2018	Neighbors Along the Line	MEDICAL RESOURCES \$5,000.00
7/9/2018	Oklahoma Aquarium Foundation	SPLASH SPONSORSHIP \$3,500.00
7/9/2018	Oklahoma Foundation for Excellence.	2019 SCHOLARSHIP \$2,500.00
7/9/2018	Retired Senior Volunteer Program of Tulsa, I	SOMEWHERE TIME GALA \$3,000.00
7/9/2018	The Nature Conservancy, Oklahoma Chapter	CONSERVATION PARTNER \$2,500.00
7/9/2018	Tulsa Historical Society	2018 TULSA HALL FAME \$2,500.00
7/30/2018	The Center for Individuals-Physical Challeng	2018 POLO FUNDRAISER \$5,000.00
8/14/2018	Will Rogers High School Foundation	ENRICHMENT PROGRAM \$5,000.00
9/25/2018	Coffee Bunker	BUNKER BITES FUND \$1,000.00
9/25/2018	Exponent Philanthropy	PROGRAM SUPPORT \$1,500.00
9/25/2018	Lilyfield Christian Adoption & Foster Care	LEGACY OF LOVE EVENT \$2,500.00
9/25/2018	Museum of Polo and Hall of Fame	PROGRAM SUPPORT \$10,000.00
9/25/2018	Resonance - Center for Women, Inc	STACKED DECK EVENT \$2,500.00
9/25/2018	Ronald McDonald House Charities of Tulsa, In	2018 RAZZLE MCDAZZLE \$1,500.00
9/25/2018	Saint Simeon's Episcopal Home Foundation	2018 WESTERN DAYS \$5,000.00
9/25/2018	Susan G. Komen Breast Cancer Fdn	2018 LUNCHEON \$2,500.00
9/25/2018	The Center for Individuals-Physical Challeng	POLO FUNDRAISER \$5,000.00
9/25/2018	The Salvation Army	2018 CHRISTMAS LUNCH \$1,000.00

9/25/2018 Tulsa Community College Foundation	2018 VISION DINNER	\$5,000.00
12/17/2018 Cookson Hills Christian Ministries	EDUCATION PROGRAM	\$10,000.00
12/17/2018 Cumberland College	PROGRAM SUPPORT	\$10,000.00
12/17/2018 Domestic Violence Intervention Services, Inc	2019 MIRROR BALL	\$2,500.00
12/17/2018 Domestic Violence Intervention Services, Inc	THERAPEUTIC COUNSEL	\$15,000.00
12/17/2018 Gilcrease Museum Management Trust	ANNUAL SUPPORT	\$10,000.00
12/17/2018 Harvest House Outreach Inc.	FOOD FOR FAMILIES	\$10,000.00
12/17/2018 Hospitality House of Tulsa Inc	PROGRAM SUPPORT	\$10,000.00
12/17/2018 March of Dimes Foundation	2019 SIGNATURE CHEF	\$1,500.00
12/17/2018 Mary K Oxley Nature Center Assoc. Inc	BACKPACK PROJECT	\$2,000.00
12/17/2018 Mayo Clinic	BRAIN RESEARCH PET	\$2,000,000.00
12/17/2018 Oklahoma Aquarium Foundation	PROGRAM SUPPORT	\$10,000.00
12/17/2018 Oklahoma Centennial Botanical Garden	PROGRAM SUPPORT	\$10,000.00
12/17/2018 Pencil Box	SCHOOL SUPPLIES	\$2,500.00
12/17/2018 The Philanthropy Roundtable	GENERAL OPERATIONS	\$2,500.00
12/17/2018 The Philbrook Museum of Art	CHILD'S EDUCATION	\$12,000.00
12/17/2018 The Salvation Army	YOUTH PROGRAMS	\$10,000.00
12/17/2018 Tulsa Ballet Theatre, Inc.	2019 ICONS & IDOLS	\$5,000.00
12/17/2018 Tulsa Zoo Management	CAPITAL CAMPAIGN	\$10,000.00
12/17/2018 University of the Ozarks	STUDENT PROGRAMS	\$10,000.00

\$2,303,000.00

Non-deductible

(8,806.33)

\$2,294,193.67

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 \$320,505.97 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.