

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

2008Department of the Treasury
Internal Revenue Service (77)**Note:** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning , 2008, and ending ,

☒ G Check all that apply:
 ☐ Initial return
 ☐ Final return
 ☐ Amended return
 ☐ Address change
 ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Hollie & Anna Oakley Foundation, Inc. 18 South 16th Street Terre Haute, IN 47807	A Employer identification number 23-7008034
		B Telephone number (see the instructions)
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	C If exemption application is pending, check here ☐	D 1 Foreign organizations, check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 7,254,817.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	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) (see the instructions).)		(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 (att sch.)					
	2 Cl ☒ if the foundn is not req to att Sch B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities	366,140.	366,140.			
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain/(loss) from sale of assets not on line 10	81,488.				
	b Gross sales price for all assets on line 6a	4,182,333.				
	7 Capital gain net income (from Part IV, line 2)		81,488.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less: Cost of goods sold						
c Gross profit/(loss) (att sch.)						
11 Other income (attach schedule)	See Statement 1	1,442.				
12 Total. Add lines 1 through 11		449,070.	447,628.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	120,492.			80,328.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)					
	b Accounting fees (attach sch.)	See St. 2	16,095.			
	c Other prof fees (attach sch.)	See St. 3	37,262.	37,262.		
	17 Interest					
	18 Taxes (attach schedule)	See Stmt. 4	12,769.	4,067.		
	19 Depreciation (attach sch) and depletion		4,196.			
	20 Occupancy		7,351.			
	21 Travel, conferences, and meetings		830.	274.	274.	
	22 Printing and publications					
	23 Other expenses (attach schedule)	See Statement 5	2,498.			
	24 Total operating and administrative expenses. Add lines 13 through 23		201,493.	41,603.		80,602.
	25 Contributions, gifts, grants paid. Part. XV.		369,784.			369,784.
26 Total expenses and disbursements. Add lines 24 and 25		571,277.	41,603.	0.	450,386.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		-122,207.				
b Net investment income (if negative, enter -0-)			406,025.			
c Adjusted net income (if negative, enter -0-)				0.		

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.....	11,625.	67,308.	67,308.
	2 Savings and temporary cash investments.....	285,813.	350,787.	350,787.
	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 the instructions).....			
	7 Other notes and loans receivable (attach sch.).....			
	Less: allowance for doubtful accounts.....			
	8 Inventories for sale or use.....			
	9 Prepaid expenses and deferred charges.....			
	10a Investments — U.S. and state government obligations (attach schedule).....	100,000.		
	b Investments — corporate stock (attach schedule)..... Statement 6...	7,320,058.	5,811,268.	3,480,421.
	c Investments — corporate bonds (attach schedule)..... Statement 7...	2,673,800.	2,846,657.	2,090,571.
	LIABILITIES	11 Investments — land, buildings, and equipment: basis.....	3,600.	
Less: accumulated depreciation (attach schedule)..... See Stmt. 8.....		1,600.	2,000.	2,000.
12 Investments — mortgage loans.....				
13 Investments — other (attach schedule)..... Statement 9...		663,503.	1,860,768.	1,142,770.
14 Land, buildings, and equipment: basis.....		212,521.		
Less: accumulated depreciation (attach schedule)..... See Stmt. 10.....		91,561.	120,960.	120,960.
15 Other assets (describe.....)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I).....		11,181,955.	11,059,748.	7,254,817.
17 Accounts payable and accrued expenses.....				
18 Grants payable.....				
19 Deferred revenue.....				
20 Loans from officers, directors, trustees, & other disqualified persons.....				
21 Mortgages and other notes payable (attach schedule).....				
22 Other liabilities (describe.....)				
23 Total liabilities (add lines 17 through 22).....	0.	0.		
NET ASSET BALANCES OR FUND ASSETS	Foundations that follow SFAS 117, check here..... ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted.....			
	25 Temporarily restricted.....			
	26 Permanently restricted.....			
	Foundations that do not follow SFAS 117, check here..... ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds.....	12,623,038.	12,704,526.	
	28 Paid-in or capital surplus, or land, building, and equipment fund.....			
	29 Retained earnings, accumulated income, endowment, or other funds.....	-1,441,083.	-1,644,778.	
	30 Total net assets or fund balances (see the instructions).....	11,181,955.	11,059,748.	
	31 Total liabilities and net assets/fund balances (see the instructions).....	11,181,955.	11,059,748.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return).....	1	11,181,955.
2 Enter amount from Part I, line 27a.....	2	-122,207.
3 Other increases not included in line 2 (itemize).....	3	
4 Add lines 1, 2, and 3.....	4	11,059,748.
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	11,059,748.

Part IV Capital Gains and Losses 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)
1a Publicly Traded 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 4,182,333.		4,100,845.	81,488.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			81,488.
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	81,488.
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 the instructions). If (loss), enter -0- in Part I, line 8 		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	650,654.	11,091,289.	0.058664
2006	481,790.	10,617,468.	0.045377
2005	524,691.	10,394,914.	0.050476
2004	412,208.	8,320,440.	0.049542
2003	395,272.	7,934,351.	0.049818
2 Total of line 1, column (d).....		2	0.253877
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	0.050775
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5.....		4	9,118,566.
5 Multiply line 4 by line 3.....		5	462,995.
6 Enter 1% of net investment income (1% of Part I, line 27b).....		6	4,060.
7 Add lines 5 and 6.....		7	467,055.
8 Enter qualifying distributions from Part XII, line 4.....		8	450,386.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here. ☐ and enter 'N/A' on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary — see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☐ and enter 1% of Part I, line 27b.		1	8,121.
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	8,121.
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	8,121.
6 Credits/Payments:			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	7,600.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	9,600.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid .	10	1,479.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax 1,479. Refunded	11	0.	

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 \$ 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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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 the instructions) IN		
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 2008 or the taxable year beginning in 2008 (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

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address: ▶ N/A				
14	The books are in care of ▶ Julie Heck Telephone no. ▶ (812) 232-4437			
Located at ▶ 8 South 16th Street, Terre Haute, IN ZIP + 4 ▶ 47807				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ ☐			
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		N/A		

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 the instructions)?	1 b	N/A
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ 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 the instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__ .		
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 2008 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 2008.)	3 b	N/A
4a 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 2008?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b** N/A**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).

N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**6b** X**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If you answered 'Yes' to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**7b** N/A**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		120,492.	0.	0.

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

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

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

0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,899,661.
b	Average of monthly cash balances	1b	357,766.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	9,257,427.
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	9,257,427.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	138,861.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,118,566.
6	Minimum investment return. Enter 5% of line 5	6	455,928.

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	455,928.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	8,121.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,121.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	447,807.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	447,807.
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	447,807.

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	450,386.
b	Program-related investments — total from Part IX-B	1b	
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	450,386.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	450,386.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7.....				447,807.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only.....			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003.....				
b From 2004.....				
c From 2005.....				
d From 2006.....				
e From 2007.....	104,361.			
f Total of lines 3a through e.....	104,361.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 450,386.				
a Applied to 2007, 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 2008 distributable amount.....				447,807.
e Remaining amount distributed out of corpus.....	2,579.			
5 Excess distributions carryover applied to 2008..... (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.....	106,940.			
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 2007. Subtract line 4a from line 2a. Taxable amount — see instructions.....			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.....				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).....	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions).....	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a.....	106,940.			
10 Analysis of line 9:				
a Excess from 2004.....				
b Excess from 2005.....				
c Excess from 2006.....				
d Excess from 2007.....	104,361.			
e Excess from 2008.....	2,579.			

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 2008, 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)					
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.	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 organization 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 of the person to whom applications should be addressed:

See Statement 12

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

See Statement for Line 2a

- c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 13				
Total			3a	369,784.
b Approved for future payment				
Total			3b	

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 (see the instructions)
		(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			14	366,140.	
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					
8	Gain or (loss) from sales of assets other than inventory					81,488.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	Oil royalties					1,442.
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				366,140.	82,930.
13	Total. Add line 12, columns (b), (d), and (e)				13	449,070.

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

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

[illegible]

Hollie & Anna Oakley Foundation, Inc.

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil royalties.....	\$ 1,442.		
Total	\$ 1,442.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees.....	\$ 16,095.			
Total	\$ 16,095.	\$ 0.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Merrill Lynch Management Fees.....	\$ 37,262.	\$ 37,262.		
Total	\$ 37,262.	\$ 37,262.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FICA Tax.....	\$ 6,429.			
Foreign Tax on Investments.....	4,067.	\$ 4,067.		
Income tax.....	770.			
Medicare Tax.....	1,503.			
Total	\$ 12,769.	\$ 4,067.	\$ 0.	\$ 0.

Hollie & Anna Oakley Foundation, Inc.

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office expense.....	\$ 862.			
Supplies.....	215.			
Utilities.....	1,421.			
Total	<u>\$ 2,498.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate stocks	Cost	\$ 5,811,268.	\$ 3,480,421.
	Total	<u>\$ 5,811,268.</u>	<u>\$ 3,480,421.</u>

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Corporate bonds	Cost	\$ 2,846,657.	\$ 2,090,571.
	Total	<u>\$ 2,846,657.</u>	<u>\$ 2,090,571.</u>

Statement 8
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Improvements	\$ 1,600.	\$ 1,600.	\$ 0.	\$ 0.
Land	2,000.		2,000.	2,000.
Total	<u>\$ 3,600.</u>	<u>\$ 1,600.</u>	<u>\$ 2,000.</u>	<u>\$ 2,000.</u>

Hollie & Anna Oakley Foundation, Inc.

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Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>Other Investments</u>			
Mutual funds	Cost	\$ 1,448,082.	\$ 774,824.
Other investments	Cost	412,686.	367,946.
Total		<u>\$ 1,860,768.</u>	<u>\$ 1,142,770.</u>

Statement 10
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Machinery and Equipment	\$ 45,223.	\$ 45,202.	\$ 21.	\$ 21.
Buildings	28,500.	11,104.	17,396.	17,396.
Improvements	138,798.	35,255.	103,543.	103,543.
Total	<u>\$ 212,521.</u>	<u>\$ 91,561.</u>	<u>\$ 120,960.</u>	<u>\$ 120,960.</u>

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Jennifer Perry 8 South 16th Street Terre Haute, IN 47807	Director 1.00	\$ 2,400.	\$ 0.	\$ 0.
Doris Kiburis 8 South 16th Street Terre Haute, IN 47807	Director 1.00	2,400.	0.	0.
Alice Ann Perry 8 South 16th Street Terre Haute, IN 47807	President 10.00	40,225.	0.	0.
Eston L. Perry 8 South 16th Street Terre Haute, IN 47807	V.Pres/Treas. 20.00	34,845.	0.	0.
Julie Heck 8 South 16th Street Terre Haute, IN 47807	Secretary 20.00	19,111.	0.	0.

Hollie & Anna Oakley Foundation, Inc.

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Statement 11 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Jeffrey J. Perry 8 South 16th Street Terre Haute, IN 47807	Asst V-Presiden 20.00	\$ 19,111.	\$ 0.	\$ 0.
Jennifer Norris 8 South 16th Street Terre Haute, IN 47808	Director 1.00	2,400.	0.	0.
		Total \$ 120,492.	\$ 0.	\$ 0.

Statement 12
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Hollie and Anna Oakley Foundation, Inc.
Care Of:
Street Address: 18 South 16th Street
City, State, Zip Code: Terre Haute, IN 47807
Telephone: 812-232-4437
Form and Content: Letter requesting grant setting forth reasons for need and purpose for which it will be used.
Submission Deadlines: Quarterly - April 10, July 10, October 10 & December 10.
Restrictions on Awards: All grants are given to tax exempt entities as defined in section 501 (c) 3 of the Internal Revenue code.

Statement 13
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Junior Achievement 35 Southland Shopping Ctr Terre Haute, IN 47802,	None		Unrestricted Contribution	\$ 2,500.
Streator Twnshp High Scho 600 N. Jefferson Street Streator, IL 61364,	None		Scholarship	5,000.

Hollie & Anna Oakley Foundation, Inc.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Indiana State Univ. Foundation Rankin Hall 200 Terre Haute, IN 47809,	None		Scholarships	\$ 20,000.
Light House Missions 1450 Wabash Avenue Terre Haute, IN 47807,	None		Major appliances	5,000.
Rose Hulman Inst of Techn 5500 Wabash Avenue Terre Haute, IN 47803,	None		Scholarships	20,000.
Union Hospital Foundation 1606 N. 7th Street Terre Haute, IN 47804,	None		Unrestricted contribution	2,500.
Community Theatre of Terre Hau 1431 S. 25th Street Terre Haute, IN 47802,	None		Unrestricted Contribution	25,000.
Vigo County Education Fdtn PO Box 3703 Terre Haute, IN 47808,	None		Restricted for Project Plus for Mathematics	159,784.
Swope Art Museum 25 South 7th Street Terre Haute, IN 47807,	None		Youth Art Program	5,000.
The Maple Center 1801 N. 6th Terre Haute, IN 47804,	None		Unrestricted contribution	7,000.
Children's Museum of Terre Haute 523 Wabash Ave Terre Haute, IN 47807	None		New Building	100,000.
St. Ann Community Outreach 1436 Locust St Terre Haute, IN 47807	None		Support of roof repair	18,000.
Total				\$ <u>369,784.</u>

1 lie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Cash and Money Funds:</u>			
Cash		\$ 7,760.89	\$ 7,760.89
ML Institutional Fund	1,447	1,447.00	1,447.00
ML Bank Deposit Program	341,579	341,579.00	341,579.00
		<u>\$ 350,786.89</u>	<u>\$ 350,786.89</u>
<u>Corporate Bonds:</u>			
AT&T Corp 6.00% 3/15/09	75,000	\$ 68,325.00	\$ 74,250.00
AT&T Corp	25,000	22,825.00	24,750.00
AT&T Corp	17,000	15,640.00	16,830.00
AT&T Corp	8,000	7,382.50	7,920.00
Anheuser-Busch Cos Inc 5.05% 10/15/16	100,000	100,143.44	90,093.00
BellSouth Corporation 6.00% 10/15/11	75,000	73,887.55	76,530.75
Clear Channel Communicat 5.5% 9/15/14	50,000	49,773.50	6,000.00
Comcast Corporation Notes 6.625% 5/15/56	2,000	50,000.00	41,040.00
Dow Chemical Company Ser Notz 5.90% 8/15/13	100,000	100,000.00	99,842.00
Duke Capital Corporation 7.5% 10/1/09	50,000	50,025.77	49,592.00
EOP Operating LP Company Guarnt 4.75% 3/15/14	100,000	98,185.00	-
Ford Motor Credit Co Ser Cobr 5.65% due 7/20/11	100,000	100,000.00	40,937.00
General Electric Cap Cor 6.05% 2/6/47	2,000	50,312.00	42,300.00
Goldman Sachs Group Inc 4.75% 7/15/13	50,000	48,002.11	44,932.50
HSBC Finance Corp Ser Notz 5.75% 7/15/13	100,000	100,000.00	86,277.00
Hartford Life Insurance Ser Notz 5.25% 1/15/13	100,000	100,000.00	81,767.00
Healthcare Realty Trust 5.125% 4/1/14	50,000	49,539.00	30,124.50
Hertz Corp 7.625% due 6/1/12	50,000	49,274.71	24,250.00
JP Morgan Chase & Co Subordinated 5.25% 5/1/15	50,000	49,324.13	47,146.00
Lehman Bros Hldg Cp Tr V 6.00% 4/22/53	2,000	48,653.33	10.00
Liberty Media 5.7% 5/15/13	100,000	100,329.96	65,558.00
Marsh & McLennan Cos Inc 5.375% 7/15/2014	50,000	50,087.77	44,359.00
Merrill Lynch & Co Ser Cobr 5.65% 4/25/13	100,000	97,744.00	99,089.00
Morgan Stanley 5.30% 3/1/13	100,000	99,756.57	90,689.00
NM Dow Capital Bv Be Ser Notz 5.45% 2/15/13	100,000	100,000.00	99,662.00
NM Ford Motor Cdt Co Be Ser Cobr 6.95% 4/20/10	100,000	100,157.99	54,071.00
NM Genl Motors Accept Co Ser 6.00% 11/15/13	125,000	125,000.00	50,162.50
NM Genl Motors Accept Co Ser Smn STEP% 3/15/16	200,000	200,000.00	80,534.00
NM Household Fin Corp Ser Notz Flt% 12/10/13	50,000	50,000.00	35,957.50
NM Household Fin Corp Be Ser Notz 7.10% 12/15/11	100,000	100,000.00	96,790.00
NM Maytag Corp Ser Mtne 5.00% 5/15/15	50,000	46,222.00	39,820.00
NM SLM Corp Ser Bed Step% 3/15/24	50,000	50,000.00	25,694.50
Raytheon Co 5.375% 4/1/13	50,000	49,918.21	50,230.50
Reynolds American Inc Ser 7.25% 6/1/12	100,000	101,418.53	92,792.00
Sears Roebuck Accept Company Guarnt 7.0% 2/1/11	100,000	94,261.27	63,137.00

Julie & Annie Oakley Foundation, Inc.
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Corporate Bonds - continued:</u>			
Tampa Electric 6.375% 8/15/12	50,000	\$ 50,409.03	\$ 48,555.50
Teco Energy 7.20% 5/1/11	100,000	100,409.47	93,756.00
Toys R Us 7.625% 8/1/11	50,000	50,272.26	24,500.00
Tyco International Company Guarnt 6.75% 2/15/11	50,000	48,500.00	49,699.00
Wachovia Corp Pfd Stock	21	438.49	461.16
Wachovia Corp	21	438.12	461.16
		<u>\$ 2,846,656.71</u>	<u>\$ 2,090,570.57</u>

Mutual Fund:

Ishares MSCI Malaysia Free Index Fund	7,500	\$ 90,550.75	\$ 54,675.00
Ishares MSCI Hong Kong Index Fund	3,300	78,298.88	34,221.00
Ishares MSCI Japan Index Fund	6,500	91,586.50	62,270.00
Ishares MSCI Singapore Index Fund	5,000	67,015.50	35,250.00
Ishares MSCI South Korea Index Fund	1,500	78,320.80	41,955.00
Ishares S&P Latin Americ 40 Index Fund	1,500	77,588.05	38,205.00
Ishares FTSE Xinhua HK China 25 Index Fund	1,500	80,221.75	43,635.00
Powershares Water Resources Portfolio	4,000	82,137.25	57,560.00
Powershares Wilderhill Progressive Energy Port	3,000	87,586.30	44,700.00
Market Vectors Russia	1,750	86,927.90	22,872.50
Ishares Inc MSCI Chile Index Fd	900	47,092.95	26,838.00
Powershares India ETF Tr	2,000	49,701.00	24,720.00
Ishares MSCI Brazil Free Index Fund	600	51,696.90	20,994.00
Sector SPDR Consrms Stpl	3,148	78,280.30	75,142.76
.2331 Fractional Share			5.56
Loomis Sayles Strategic Income Fund Class A	6,491	100,541.40	68,544.96
.0280 Fractional Share			0.29
Blackrock Corp Hy Fund V	20,437	300,536.05	123,235.11
		<u>\$ 1,448,082.28</u>	<u>\$ 774,824.18</u>

Other:

1mth Campbell Strategic	73	\$ 218.14	\$ 193.09
Campbell Strategic Allocation Fund LP	38	98,372.88	100,518.36
Campbell Strategic	1	2,732.71	2,645.22
Campbell Strategic	33	98,676.27	87,292.26
ML&CO Mitts Rogrer	9,000	92,724.76	69,840.00
ML&CO PPN Currency	11,900	119,961.25	107,457.00
		<u>\$ 412,686.01</u>	<u>\$ 367,945.93</u>

Common & Preferred Stocks:

ABB Ltd Spon Adr	34	\$ 519.91	\$ 510.34
ABB Ltd Spon Adr	31	464.20	465.31

Julie & Annie Oakley Foundation, Inc.
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
ABB Ltd Spon Adr	33	\$ 449.63	\$ 495.33
ABB Ltd Spon Adr	10	137.04	150.10
ABB Ltd Spon Adr	22	305.71	330.22
Actel Corp Com	492	8,629.68	5,766.24
Actel Corp Com	5	87.70	58.60
Actel Corp Com	1	17.54	11.72
Actel Corp Com	48	841.92	562.56
Actel Corp Com	39	684.06	457.08
Actel Corp Com	13	228.02	152.36
Actel Corp Com	11	192.94	128.92
Actel Corp Com	24	420.96	281.28
Actel Corp Com	12	210.48	140.64
Actel Corp Com	27	473.78	316.44
Actel Corp Com	34	596.36	398.48
Actel Corp Com	46	688.14	539.12
Actel Corp Com	7	102.41	82.04
Actel Corp Com	2	29.38	23.44
Actel Corp Com	1	14.00	11.72
Actel Corp Com	8	112.19	93.76
Actel Corp Com	24	335.73	281.28
Actel Corp Com	21	252.00	246.12
Actel Corp Com	22	268.40	257.84
Actel Corp Com	18	215.55	210.96
Actel Corp Com	20	234.20	234.40
Actel Corp Com	31	362.91	363.32
Actel Corp Com	53	607.81	621.16
Actel Corp Com	34	399.29	398.48
Actel Corp Com	27	312.54	316.44
Actel Corp Com	26	294.99	304.72
Actel Corp Com	32	355.92	375.04
Actel Corp Com	1	11.15	11.72
Actel Corp Com	4	48.92	46.88
Actel Corp Com	34	416.08	398.48
Actel Corp Com	36	438.44	421.92
Actel Corp Com	10	122.46	117.20
Actel Corp Com	44	531.90	515.68
Adidas Ag Sponsored Adr	146	3,563.13	2,825.10
Adidas Ag Sponsored Adr	82	2,356.46	1,586.70
Agilent Technologies Inc	85	2,861.03	1,328.55
Agilent Technologies Inc	70	2,524.66	1,094.10
Allegiant Travel Co	105	2,178.75	5,099.85

Julie & Annie Oakley Foundation, Inc.
Form 990PF, Part II - Investments - continued
12/31/2008
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Allegiant Travel Co	85	\$ 1,686.85	\$ 4,128.45
Allianz Se Spd Adr	186	4,137.65	2,014.38
Allianz Se Spd Adr	437	5,116.70	4,732.71
Amer Express Company	40	2,254.00	742.00
Amer Express Company	500	28,185.00	9,275.00
Amer Express Company	50	2,880.50	927.50
Amer Express Company	60	2,449.03	1,113.00
Amer Express Company	300	15,308.55	5,565.00
Amer Express Company	500	24,416.25	9,275.00
Amer INTL Group Inc. Equity Units Conv Pfd Shares	900	51,080.85	7,650.00
American Med Sys Holdgs	182	3,344.03	1,636.18
American Med Sys Holdgs	90	1,156.12	809.10
American Med Sys Holdgs	121	1,553.19	1,087.79
American Med Sys Holdgs	56	703.56	503.44
American Med Sys Holdgs	52	657.74	467.48
American Med Sys Holdgs	13	188.49	116.87
American Med Sys Holdgs	63	913.50	566.37
American Med Sys Holdgs	69	972.04	620.31
American Med Sys Holdgs	49	680.92	440.51
American Med Sys Holdgs	29	400.78	260.71
American Med Sys Holdgs	77	1,134.49	692.23
American Med Sys Holdgs	17	249.90	152.83
Ameriprise Finl Inc	68	2,014.42	1,588.48
Ameriprise Finl Inc	45	1,750.29	1,051.20
Angiotech Pharmaceuticals	15	232.47	3.90
Angiotech Pharmaceuticals	64	954.88	16.64
Angiotech Pharmaceuticals	103	1,532.52	26.78
Angiotech Pharmaceuticals	5	74.38	1.30
Angiotech Pharmaceuticals	26	397.80	6.76
Angiotech Pharmaceuticals	32	489.76	8.32
Angiotech Pharmaceuticals	11	175.56	2.86
Angiotech Pharmaceuticals	109	1,386.83	28.34
Angiotech Pharmaceuticals	17	218.94	4.42
Angiotech Pharmaceuticals	45	582.21	11.70
Angiotech Pharmaceuticals	32	412.42	8.32
Angiotech Pharmaceuticals	33	458.24	8.58
Angiotech Pharmaceuticals	20	274.20	5.20
Angiotech Pharmaceuticals	8	106.56	2.08
Angiotech Pharmaceuticals	21	286.38	5.46
Angiotech Pharmaceuticals	16	219.84	4.16
Angiotech Pharmaceuticals	72	1,017.89	18.72

Julie & Annie Oakley Foundation, Inc.
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Angiotech Pharmaceuticals	60	\$ 789.67	\$ 15.60
Angiotech Pharmaceuticals	40	521.70	10.40
Angiotech Pharmaceuticals	37	493.35	9.62
Angiotech Pharmaceuticals	6	81.39	1.56
Angiotech Pharmaceuticals	16	212.00	4.16
Angiotech Pharmaceuticals	43	569.14	11.18
Angiotech Pharmaceuticals	8	124.96	2.08
Angiotech Pharmaceuticals	78	998.63	20.28
Angiotech Pharmaceuticals	39	490.04	10.14
Angiotech Pharmaceuticals	82	1,035.57	21.32
Angiotech Pharmaceuticals	15	162.57	3.90
Angiotech Pharmaceuticals	15	161.70	3.90
Angiotech Pharmaceuticals	30	326.55	7.80
Angiotech Pharmaceuticals	46	505.08	11.96
Angiotech Pharmaceuticals	9	99.00	2.34
Angiotech Pharmaceuticals	42	471.24	10.92
Angiotech Pharmaceuticals	38	332.96	9.88
Angiotech Pharmaceuticals	38	339.63	9.88
Angiotech Pharmaceuticals	39	350.06	10.14
Angiotech Pharmaceuticals	15	134.79	3.90
Angiotech Pharmaceuticals	79	693.34	20.54
Angiotech Pharmaceuticals	154	1,315.01	40.04
Angiotech Pharmaceuticals	65	491.52	16.90
Angiotech Pharmaceuticals	182	1,343.62	47.32
Angiotech Pharmaceuticals	66	478.09	17.16
Angiotech Pharmaceuticals	85	610.44	22.10
Angiotech Pharmaceuticals	43	309.60	11.18
Angiotech Pharmaceuticals	74	526.67	19.24
Angiotech Pharmaceuticals	42	272.25	10.92
Angiotech Pharmaceuticals	43	275.38	11.18
Angiotech Pharmaceuticals	87	554.89	22.62
Angiotech Pharmaceuticals	131	834.51	34.06
Angiotech Pharmaceuticals	87	547.61	22.62
Angiotech Pharmaceuticals	43	267.79	11.18
Angiotech Pharmaceuticals	94	583.06	24.44
Angiotech Pharmaceuticals	89	548.81	23.14
Angiotech Pharmaceuticals	39	272.96	10.14
Angiotech Pharmaceuticals	38	265.92	9.88
Angiotech Pharmaceuticals	46	318.76	11.96
Angiotech Pharmaceuticals	34	238.00	8.84
Angiotech Pharmaceuticals	37	258.73	9.62

Julie & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Angiotech Pharmaceuticals	48	\$ 333.75	\$ 12.48
Angiotech Pharmaceuticals	78	505.61	20.28
Angiotech Pharmaceuticals	66	425.81	17.16
Angiotech Pharmaceuticals	338	1,687.53	87.88
Angiotech Pharmaceuticals	113	514.51	29.38
Angiotech Pharmaceuticals	116	522.15	30.16
Angiotech Pharmaceuticals	104	476.20	27.04
Angiotech Pharmaceuticals	71	316.78	18.46
Angiotech Pharmaceuticals	114	465.43	29.64
Angiotech Pharmaceuticals	98	398.47	25.48
Angiotech Pharmaceuticals	138	559.69	35.88
Angiotech Pharmaceuticals	87	277.79	22.62
Angiotech Pharmaceuticals	87	275.28	22.62
Angiotech Pharmaceuticals	41	130.83	10.66
Angiotech Pharmaceuticals	40	129.69	10.40
Angiotech Pharmaceuticals	45	147.29	11.70
Angiotech Pharmaceuticals	39	127.64	10.14
Angiotech Pharmaceuticals	97	306.79	25.22
Angiotech Pharmaceuticals	13	39.00	3.38
Angiotech Pharmaceuticals	368	1,095.54	95.68
Angiotech Pharmaceuticals	37	62.70	9.62
Angiotech Pharmaceuticals	230	659.43	59.80
Angiotech Pharmaceuticals	23	72.45	5.98
Angiotech Pharmaceuticals	59	169.97	15.34
Angiotech Pharmaceuticals	59	167.30	15.34
Angiotech Pharmaceuticals	83	233.97	21.58
Angiotech Pharmaceuticals	30	83.25	7.80
Angiotech Pharmaceuticals	32	87.19	8.32
Angiotech Pharmaceuticals	8	22.23	2.08
Angiotech Pharmaceuticals	35	97.27	9.10
Angiotech Pharmaceuticals	186	485.72	48.36
Angiotech Pharmaceuticals	14	36.77	3.64
Angiotech Pharmaceuticals	30	82.50	7.80
Angiotech Pharmaceuticals	48	131.55	12.48
Angiotech Pharmaceuticals	147	394.49	38.22
Angiotech Pharmaceuticals	334	882.70	86.84
Angiotech Pharmaceuticals	75	200.65	19.50
Angiotech Pharmaceuticals	14	38.30	3.64
Apache Corp	350	29,225.18	26,085.50
Apache Corp	100	8,351.05	7,453.00
Apple Inc	290	37,662.88	24,751.50

Julie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Apple Inc	10	\$ 1,298.82	\$ 853.50
Apple Inc	100	12,988.20	8,535.00
Apple Inc	200	33,562.70	17,070.00
Apple Inc	200	26,830.40	17,070.00
Apple Inc	115	16,963.88	9,815.25
Apple Inc	85	12,538.52	7,254.75
Apple Inc	35	5,943.33	2,987.25
Apple Inc	17	2,932.31	1,450.95
Apple Inc	14	2,517.02	1,194.90
Apple Inc	17	3,071.89	1,450.95
Apple Inc	14	2,507.10	1,194.90
Apple Inc	22	3,542.83	1,877.70
Art Technology Group Inc	45	132.81	86.85
Assured Guaranty Ltd	104	2,558.23	1,185.60
Assured Guaranty Ltd	25	605.89	285.00
Assured Guaranty Ltd	20	434.90	228.00
Assured Guaranty Ltd	16	355.85	182.40
Assured Guaranty Ltd	20	450.73	228.00
Assured Guaranty Ltd	14	330.94	159.60
Assured Guaranty Ltd	112	2,289.82	1,276.80
Assured Guaranty Ltd	89	1,753.74	1,014.60
Assured Guaranty Ltd	103	1,516.11	1,174.20
Assured Guaranty Ltd	14	210.00	159.60
Assured Guaranty Ltd	23	256.80	262.20
Bae Sys Plc Spn Adr	170	6,525.33	3,792.70
Bae Sys Plc Spn Adr	176	6,988.54	3,926.56
Bae Sys Plc Spn Adr	135	3,500.50	3,011.85
Baker Hughes Inc	37	3,117.12	1,186.59
Baker Hughes Inc	40	3,226.62	1,282.80
Banco Santander Sa Adr	192	3,786.79	1,822.08
Banco Santander Sa Adr	164	3,276.93	1,556.36
Banco Santander Sa Adr	314	4,120.57	2,979.86
Bank New York Mellon Corp	140	6,069.17	3,966.20
Bank New York Mellon Corp	80	3,200.00	2,266.40
Bank New York Mellon Corp	30	1,118.70	849.90
Bank New York Mellon Corp	85	2,353.79	2,408.05
Bank of America Corp	3,000	66,000.00	42,240.00
Bank of America Corp	209	4,652.53	2,942.72
Bare Escentuals Inc	251	2,946.29	1,312.73
Bare Escentuals Inc	12	91.13	62.76
Bare Escentuals Inc	112	861.60	585.76

L. J. & Annie Oakley Foundation, Inc.
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Bare Escentuals Inc	52	\$ 402.88	\$ 271.96
Bare Escentuals Inc	6	46.50	31.38
Bare Escentuals Inc	49	235.16	256.27
Bare Escentuals Inc	36	151.73	188.28
Bare Escentuals Inc	51	215.54	266.73
Bare Escentuals Inc	55	233.47	287.65
Bare Escentuals Inc	219	859.22	1,145.37
Bare Escentuals Inc	64	232.94	334.72
Bare Escentuals Inc	35	122.30	183.05
Barrett Bill Corp	7	221.19	147.91
Barrett Bill Corp	40	1,257.77	845.20
Barrett Bill Corp	22	692.96	464.86
Barrett Bill Corp	31	1,238.24	655.03
Barrett Bill Corp	31	1,208.75	655.03
Bed Bath & Beyond Inc	95	3,055.54	2,414.90
Bed Bath & Beyond Inc	25	742.00	635.50
Berkshire Hathaway Clb	4	11,744.00	12,856.00
Berkshire Hathaway Clb	2	5,872.00	6,428.00
Berkshire Hathaway Clb	1	2,936.00	3,214.00
Berkshire Hathaway Clb	1	3,967.00	3,214.00
BG Group Plc Spon Adr	56	6,300.80	3,984.40
Big 5 Sporting Goods Cor	1	24.23	5.21
Big 5 Sporting Goods Cor	9	220.41	46.89
Big 5 Sporting Goods Cor	1	24.50	5.21
Big 5 Sporting Goods Cor	31	753.30	161.51
Big 5 Sporting Goods Cor	1	24.50	5.21
Big 5 Sporting Goods Cor	2	49.74	10.42
Big 5 Sporting Goods Cor	6	155.52	31.26
Big 5 Sporting Goods Cor	7	178.50	36.47
Big 5 Sporting Goods Cor	7	176.19	36.47
Big 5 Sporting Goods Cor	15	376.80	78.15
Big 5 Sporting Goods Cor	15	373.50	78.15
Big 5 Sporting Goods Cor	12	291.96	62.52
Big 5 Sporting Goods Cor	1	25.59	5.21
Big 5 Sporting Goods Cor	2	51.40	10.42
Big 5 Sporting Goods Cor	3	78.43	15.63
Big 5 Sporting Goods Cor	3	79.19	15.63
Big 5 Sporting Goods Cor	2	55.57	10.42
Big 5 Sporting Goods Cor	2	55.58	10.42
Big 5 Sporting Goods Cor	8	220.44	41.68
Big 5 Sporting Goods Cor	8	220.80	41.68

L. J. Lie & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Big 5 Sporting Goods Cor	4	\$ 110.40	\$ 20.84
Big 5 Sporting Goods Cor	9	246.65	46.89
Big 5 Sporting Goods Cor	15	404.35	78.15
Big 5 Sporting Goods Cor	9	217.56	46.89
Big 5 Sporting Goods Cor	34	821.49	177.14
Big 5 Sporting Goods Cor	14	337.68	72.94
Big 5 Sporting Goods Cor	6	140.16	31.26
Big 5 Sporting Goods Cor	14	323.47	72.94
Big 5 Sporting Goods Cor	12	275.28	62.52
Big 5 Sporting Goods Cor	16	362.91	83.36
Big 5 Sporting Goods Cor	10	223.35	52.10
Big 5 Sporting Goods Cor	1	22.33	5.21
Big 5 Sporting Goods Cor	1	22.08	5.21
Big 5 Sporting Goods Cor	7	156.91	36.47
Big 5 Sporting Goods Cor	8	184.70	41.68
Big 5 Sporting Goods Cor	9	204.75	46.89
Big 5 Sporting Goods Cor	6	136.50	31.26
Big 5 Sporting Goods Cor	7	154.00	36.47
Big 5 Sporting Goods Cor	1	21.99	5.21
Big 5 Sporting Goods Cor	9	191.17	46.89
Big 5 Sporting Goods Cor	10	212.40	52.10
Big 5 Sporting Goods Cor	22	466.89	114.62
Big 5 Sporting Goods Cor	9	190.43	46.89
Big 5 Sporting Goods Cor	7	133.53	36.47
Big 5 Sporting Goods Cor	13	248.30	67.73
Big 5 Sporting Goods Cor	27	525.53	140.67
Big 5 Sporting Goods Cor	13	246.74	67.73
Big 5 Sporting Goods Cor	14	265.71	72.94
Big 5 Sporting Goods Cor	15	285.00	78.15
Big 5 Sporting Goods Cor	5	94.90	26.05
Big 5 Sporting Goods Cor	9	169.79	46.89
Big 5 Sporting Goods Cor	116	2,864.01	604.36
Big 5 Sporting Goods Cor	22	448.78	114.62
Big 5 Sporting Goods Cor	46	928.43	239.66
Big 5 Sporting Goods Cor	30	353.84	156.30
Big 5 Sporting Goods Cor	18	215.84	93.78
Big 5 Sporting Goods Cor	7	83.59	36.47
Big 5 Sporting Goods Cor	18	216.00	93.78
Big 5 Sporting Goods Cor	40	474.13	208.40
Big 5 Sporting Goods Cor	171	1,688.20	890.91
Big 5 Sporting Goods Cor	25	200.00	130.25

L. J. & Annie Oakley Foundation, Inc.
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Big 5 Sporting Goods Cor	20	\$ 174.99	\$ 104.20
Big 5 Sporting Goods Cor	48	428.55	250.08
Big 5 Sporting Goods Cor	68	583.22	354.28
Big 5 Sporting Goods Cor	116	977.42	604.36
Big 5 Sporting Goods Cor	28	233.70	145.88
Big 5 Sporting Goods Cor	10	83.05	52.10
Big 5 Sporting Goods Cor	38	266.00	197.98
Big 5 Sporting Goods Cor	23	160.63	119.83
Big 5 Sporting Goods Cor	41	167.67	213.61
Big 5 Sporting Goods Cor	2	7.98	10.42
Big 5 Sporting Goods Cor	104	414.82	541.84
Big 5 Sporting Goods Cor	41	159.10	213.61
Big 5 Sporting Goods Cor	216	841.30	1,125.36
Block H&R Inc	170	8,330.00	3,862.40
Block H&R Inc	60	2,940.00	1,363.20
Block H&R Inc	70	3,430.00	1,590.40
Block H&R Inc	40	958.00	908.80
Boeing Company	100	7,727.60	4,267.00
Boeing Company	400	30,914.40	17,068.00
Boeing Company	700	49,891.45	29,869.00
Boeing Company	300	29,221.05	12,801.00
Bottomline Tech Del Inc	1	13.75	7.10
Bottomline Tech Del Inc	13	177.91	92.30
Bottomline Tech Del Inc	13	174.27	92.30
Bottomline Tech Del Inc	6	80.15	42.60
Bottomline Tech Del Inc	6	78.53	42.60
Bottomline Tech Del Inc	13	178.43	92.30
Bottomline Tech Del Inc	4	52.64	28.40
Bottomline Tech Del Inc	28	383.18	198.80
Bottomline Tech Del Inc	3	33.60	21.30
Bottomline Tech Del Inc	4	44.36	28.40
Bottomline Tech Del Inc	1	11.10	7.10
Bottomline Tech Del Inc	7	80.50	49.70
Bottomline Tech Del Inc	35	401.98	248.50
Bottomline Tech Del Inc	7	77.00	49.70
Bottomline Tech Del Inc	55	590.63	390.50
Bottomline Tech Del Inc	37	402.02	262.70
Bottomline Tech Del Inc	62	650.75	440.20
Bottomline Tech Del Inc	14	116.62	99.40
Bottomline Tech Del Inc	57	465.50	404.70
Bottomline Tech Del Inc	1	9.75	7.10

Eddie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Bottomline Tech Del Inc	8	\$ 86.00	\$ 56.80
Bottomline Tech Del Inc	8	86.00	56.80
Bottomline Tech Del Inc	1	10.75	7.10
Bottomline Tech Del Inc	18	193.32	127.80
Bottomline Tech Del Inc	55	715.00	390.50
Bottomline Tech Del Inc	9	117.00	63.90
Bottomline Tech Del Inc	51	660.18	362.10
Bottomline Tech Del Inc	12	131.40	85.20
Bottomline Tech Del Inc	96	1,044.15	681.60
Bottomline Tech Del Inc	38	427.54	269.80
Bottomline Tech Del Inc	11	137.50	78.10
Bottomline Tech Del Inc	2	24.50	14.20
Bottomline Tech Del Inc	17	207.01	120.70
Bottomline Tech Del Inc	23	281.20	163.30
Bottomline Tech Del Inc	10	122.00	71.00
Bottomline Tech Del Inc	5	60.79	35.50
Bottomline Tech Del Inc	23	280.79	163.30
Bottomline Tech Del Inc	14	170.34	99.40
Bottomline Tech Del Inc	1	12.25	7.10
Bottomline Tech Del Inc	5	61.20	35.50
Bottomline Tech Del Inc	6	73.50	42.60
Bottomline Tech Del Inc	1	12.08	7.10
Bottomline Tech Del Inc	22	267.45	156.20
Bottomline Tech Del Inc	24	293.95	170.40
Bottomline Tech Del Inc	36	428.64	255.60
Bottomline Tech Del Inc	17	199.58	120.70
Bottomline Tech Del Inc	15	182.13	106.50
Bottomline Tech Del Inc	4	49.00	28.40
Bottomline Tech Del Inc	5	61.25	35.50
Bottomline Tech Del Inc	6	73.50	42.60
Bottomline Tech Del Inc	5	65.00	35.50
Bottomline Tech Del Inc	2	25.94	14.20
Bottomline Tech Del Inc	11	142.20	78.10
Bottomline Tech Del Inc	7	90.64	49.70
Bottomline Tech Del Inc	21	267.49	149.10
Bottomline Tech Del Inc	11	142.98	78.10
Bottomline Tech Del Inc	12	155.66	85.20
Bottomline Tech Del Inc	47	591.25	333.70
Bottomline Tech Del Inc	75	902.26	532.50
Bottomline Tech Del Inc	12	148.90	85.20
Bottomline Tech Del Inc	12	141.38	85.20

L. L. & Annie Oakley Foundation, Inc.
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Bottomline Tech Del Inc	13	\$ 165.52	\$ 92.30
Bottomline Tech Del Inc	27	350.72	191.70
Bottomline Tech Del Inc	20	259.39	142.00
Bottomline Tech Del Inc	39	418.85	276.90
Bottomline Tech Del Inc	33	328.31	234.30
Bottomline Tech Del Inc	91	901.54	646.10
Bottomline Tech Del Inc	2	19.46	14.20
Bottomline Tech Del Inc	26	253.16	184.60
Bottomline Tech Del Inc	50	488.44	355.00
Bottomline Tech Del Inc	34	333.09	241.40
Bottomline Tech Del Inc	12	116.94	85.20
BP Plc Spon Adr	79	4,613.60	3,692.46
BP Plc Spon Adr	70	5,133.17	3,271.80
British Amn Tobacco Spadr	110	6,547.09	5,842.10
California Pizza Kitchen	13	213.03	139.36
California Pizza Kitchen	19	298.42	203.68
California Pizza Kitchen	19	298.87	203.68
California Pizza Kitchen	19	295.62	203.68
California Pizza Kitchen	40	618.03	428.80
California Pizza Kitchen	12	183.20	128.64
California Pizza Kitchen	12	226.08	128.64
California Pizza Kitchen	10	198.73	107.20
California Pizza Kitchen	9	170.40	96.48
California Pizza Kitchen	4	88.46	42.88
California Pizza Kitchen	21	431.15	225.12
California Pizza Kitchen	6	123.52	64.32
California Pizza Kitchen	6	123.99	64.32
California Pizza Kitchen	55	1,139.55	589.60
California Pizza Kitchen	10	193.31	107.20
California Pizza Kitchen	33	605.00	353.76
California Pizza Kitchen	49	897.30	525.28
California Pizza Kitchen	45	1,003.15	482.40
California Pizza Kitchen	58	1,263.18	621.76
California Pizza Kitchen	15	326.68	160.80
California Pizza Kitchen	23	366.52	246.56
California Pizza Kitchen	22	410.19	235.84
California Pizza Kitchen	26	484.77	278.72
California Pizza Kitchen	63	1,173.91	675.36
California Pizza Kitchen	33	522.72	353.76
California Pizza Kitchen	66	1,048.45	707.52
California Pizza Kitchen	42	644.25	450.24

E. J. Lie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
California Pizza Kitchen	83	\$ 1,272.71	\$ 889.76
California Pizza Kitchen	58	883.34	621.76
California Pizza Kitchen	93	1,376.12	996.96
California Pizza Kitchen	11	161.60	117.92
California Pizza Kitchen	233	2,227.32	2,497.76
California Pizza Kitchen	68	679.97	728.96
California Pizza Kitchen	96	956.96	1,029.12
California Pizza Kitchen	42	566.13	450.24
California Pizza Kitchen	86	1,162.15	921.92
California Pizza Kitchen	25	339.35	268.00
California Pizza Kitchen	19	116.32	203.68
Canadian Neutral Res Ltd	160	10,872.87	6,396.80
Canon Inc Adr Rep5sh	142	7,704.92	4,458.80
Canon Inc Adr Rep5sh	115	6,085.11	3,611.00
Cardinal Health Inc Ohio	20	1,163.00	689.40
Cardinal Health Inc Ohio	80	4,652.00	2,757.60
Cardinal Health Inc Ohio	10	534.70	344.70
Casella Waste Sys Inc A	7	88.94	28.56
Casella Waste Sys Inc A	1	12.85	4.08
Casella Waste Sys Inc A	1	12.96	4.08
Casella Waste Sys Inc A	3	38.52	12.24
Casella Waste Sys Inc A	6	76.38	24.48
Casella Waste Sys Inc A	6	77.46	24.48
Casella Waste Sys Inc A	4	51.80	16.32
Casella Waste Sys Inc A	14	177.63	57.12
Casella Waste Sys Inc A	7	90.65	28.56
Casella Waste Sys Inc A	3	37.74	12.24
Casella Waste Sys Inc A	7	88.69	28.56
Casella Waste Sys Inc A	7	89.95	28.56
Casella Waste Sys Inc A	7	91.77	28.56
Casella Waste Sys Inc A	15	194.05	61.20
Casella Waste Sys Inc A	7	89.81	28.56
Casella Waste Sys Inc A	15	190.80	61.20
Casella Waste Sys Inc A	15	190.65	61.20
Casella Waste Sys Inc A	7	89.04	28.56
Casella Waste Sys Inc A	4	51.88	16.32
Casella Waste Sys Inc A	8	101.04	32.64
Casella Waste Sys Inc A	4	51.40	16.32
Casella Waste Sys Inc A	8	103.76	32.64
Casella Waste Sys Inc A	8	104.64	32.64
Casella Waste Sys Inc A	8	102.94	32.64

Eddie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued

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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Casella Waste Sys Inc A	8	\$ 102.69	\$ 32.64
Casella Waste Sys Inc A	9	115.02	36.72
Casella Waste Sys Inc A	9	119.43	36.72
Casella Waste Sys Inc A	10	132.55	40.80
Casella Waste Sys Inc A	22	283.80	89.76
Casella Waste Sys Inc A	6	73.14	24.48
Casella Waste Sys Inc A	18	214.25	73.44
Casella Waste Sys Inc A	13	158.48	53.04
Casella Waste Sys Inc A	14	170.27	57.12
Casella Waste Sys Inc A	13	160.94	53.04
Casella Waste Sys Inc A	1	12.49	4.08
Casella Waste Sys Inc A	7	82.53	28.56
Casella Waste Sys Inc A	7	82.37	28.56
Casella Waste Sys Inc A	21	259.18	85.68
Casella Waste Sys Inc A	15	186.56	61.20
Casella Waste Sys Inc A	10	121.95	40.80
Casella Waste Sys Inc A	30	358.20	122.40
Casella Waste Sys Inc A	32	408.88	130.56
Casella Waste Sys Inc A	16	203.68	65.28
Casella Waste Sys Inc A	6	74.76	24.48
Casella Waste Sys Inc A	17	216.50	69.36
Casella Waste Sys Inc A	13	166.40	53.04
Casella Waste Sys Inc A	1	13.30	4.08
Casella Waste Sys Inc A	4	54.00	16.32
Casella Waste Sys Inc A	27	373.06	110.16
Casella Waste Sys Inc A	3	42.00	12.24
Casella Waste Sys Inc A	3	42.00	12.24
Casella Waste Sys Inc A	13	182.00	53.04
Casella Waste Sys Inc A	12	166.68	48.96
Casella Waste Sys Inc A	37	512.65	150.96
Casella Waste Sys Inc A	2	27.96	8.16
Casella Waste Sys Inc A	7	97.79	28.56
Casella Waste Sys Inc A	1	14.00	4.08
Casella Waste Sys Inc A	14	218.96	57.12
Casella Waste Sys Inc A	1	15.65	4.08
Casella Waste Sys Inc A	39	587.93	159.12
Casella Waste Sys Inc A	7	85.05	28.56
Casella Waste Sys Inc A	10	118.10	40.80
Casella Waste Sys Inc A	7	82.68	28.56
Casella Waste Sys Inc A	4	47.28	16.32
Casella Waste Sys Inc A	15	180.59	61.20

Eddie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Casella Waste Sys Inc A	15	\$ 181.11	\$ 61.20
Casella Waste Sys Inc A	7	85.57	28.56
Casella Waste Sys Inc A	17	205.19	69.36
Casella Waste Sys Inc A	15	179.13	61.20
Casella Waste Sys Inc A	26	233.91	106.08
Casella Waste Sys Inc A	33	299.14	134.64
Casella Waste Sys Inc A	21	188.87	85.68
Casella Waste Sys Inc A	1	9.06	4.08
Casella Waste Sys Inc A	12	115.76	48.96
Casella Waste Sys Inc A	12	113.23	48.96
Casella Waste Sys Inc A	12	113.38	48.96
Casella Waste Sys Inc A	12	114.76	48.96
Casella Waste Sys Inc A	14	139.50	57.12
Casella Waste Sys Inc A	39	576.70	159.12
Casella Waste Sys Inc A	13	187.69	53.04
Casella Waste Sys Inc A	48	679.60	195.84
Casella Waste Sys Inc A	21	315.00	85.68
Casella Waste Sys Inc A	42	630.00	171.36
Casella Waste Sys Inc A	80	1,198.54	326.40
Casella Waste Sys Inc A	45	644.45	183.60
Casella Waste Sys Inc A	8	104.00	32.64
Casella Waste Sys Inc A	70	889.57	285.60
Casella Waste Sys Inc A	30	389.85	122.40
Casella Waste Sys Inc A	86	859.11	350.88
Casella Waste Sys Inc A	13	136.48	53.04
Casella Waste Sys Inc A	13	136.49	53.04
Casella Waste Sys Inc A	27	278.10	110.16
Casella Waste Sys Inc A	14	146.94	57.12
Casella Waste Sys Inc A	14	146.99	57.12
Casella Waste Sys Inc A	22	225.46	89.76
Casella Waste Sys Inc A	10	104.96	40.80
Casella Waste Sys Inc A	14	153.67	57.12
Casella Waste Sys Inc A	14	148.40	57.12
Casella Waste Sys Inc A	14	149.07	57.12
Casella Waste Sys Inc A	31	334.25	126.48
Casella Waste Sys Inc A	11	119.47	44.88
Casella Waste Sys Inc A	14	178.50	57.12
Casella Waste Sys Inc A	1	12.75	4.08
Casella Waste Sys Inc A	47	393.99	191.76
Casella Waste Sys Inc A	126	947.62	514.08
Casella Waste Sys Inc A	48	161.84	195.84

Eddie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Casella Waste Sys Inc A	164	\$ 517.45	\$ 669.12
Casella Waste Sys Inc A	33	99.00	134.64
Casella Waste Sys Inc A	114	332.88	465.12
Casella Waste Sys Inc A	68	189.07	277.44
Casella Waste Sys Inc A	274	643.71	1,117.92
Casella Waste Sys Inc A	151	351.18	616.08
Casella Waste Sys Inc A	86	194.32	350.88
Casella Waste Sys Inc A	44	101.13	179.52
Chesapeake Energy Okla	100	3,099.71	1,617.00
Chesapeake Energy Okla	500	14,135.50	8,085.00
Chesapeake Energy Okla	500	16,068.50	8,085.00
Chevron Corp	400	40,117.40	29,588.00
Chevron Corp	100	10,029.10	7,397.00
China Fin Online Sp Adr	880	29,557.44	6,186.40
China Fin Online Sp Adr	120	4,030.56	843.60
China Fin Online Sp Adr	100	3,823.95	703.00
China Fin Online Sp Adr	300	11,474.85	2,109.00
China Fin Online Sp Adr	20	803.53	140.60
China Fin Online Sp Adr	100	4,017.65	703.00
China Fin Online Sp Adr	100	4,017.65	703.00
China Fin Online Sp Adr	80	3,215.72	562.40
China Fin Online Sp Adr	100	4,019.65	703.00
China Fin Online Sp Adr	200	8,045.30	1,406.00
China Fin Online Sp Adr	100	1,946.25	703.00
China Fin Online Sp Adr	497	9,677.83	3,493.91
China Fin Online Sp Adr	203	3,952.92	1,427.09
China Fin Online Sp Adr	100	1,947.25	703.00
China Fin Online Sp Adr	100	1,947.25	703.00
China Precision Stl Inc	100	1,097.80	125.00
China Precision Stl Inc	100	1,098.80	125.00
China Precision Stl Inc	1,000	10,988.00	1,250.00
China Precision Stl Inc	100	1,098.80	125.00
China Precision Stl Inc	100	1,098.80	125.00
China Precision Stl Inc	1,000	10,988.00	1,250.00
China Precision Stl Inc	900	9,889.20	1,125.00
China Precision Stl Inc	100	1,099.80	125.00
China Precision Stl Inc	600	6,598.80	750.00
China Precision Stl Inc	100	1,099.80	125.00
China Precision Stl Inc	100	1,100.80	125.00
China Precision Stl Inc	100	1,100.80	125.00
China Precision Stl Inc	500	5,504.00	625.00

Heddie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
China Precision Stl Inc	100	\$ 1,100.80	\$ 125.00
China Precision Stl Inc	100	1,100.80	125.00
China Precision Stl Inc	2,400	24,274.80	3,000.00
China Precision Stl Inc	100	1,011.45	125.00
China Precision Stl Inc	400	4,045.80	500.00
China Precision Stl Inc	100	1,011.45	125.00
China Precision Stl Inc	800	4,734.32	1,000.00
China Precision Stl Inc	1,200	7,101.48	1,500.00
China Precision Stl Inc	100	376.05	125.00
China Precision Stl Inc	3,300	12,409.65	4,125.00
China Precision Stl Inc	1,600	6,016.64	2,000.00
Cia Vale Do Rio Doce Ad	2,000	41,894.50	24,220.00
Cia Vale Do Rio Doce Ad	1,000	22,713.00	12,110.00
Cia Vale Do Rio Doce Ad	200	5,519.70	2,422.00
Cia Vale Do Rio Doce Ad	1,000	37,665.00	12,110.00
Cisco Systems Inc	800	20,262.00	13,040.00
Cisco Systems Inc	500	14,923.50	8,150.00
Cisco Systems Inc	500	14,923.50	8,150.00
Cisco Systems Inc	500	14,923.50	8,150.00
Cisco Systems Inc	500	14,923.50	8,150.00
Cisco Systems Inc	200	6,418.80	3,260.00
Cisco Systems Inc Com	175	3,099.32	2,852.50
Cisco Systems Inc Com	245	4,299.73	3,993.50
Cisco Systems Inc Com	282	6,891.71	4,596.60
Cisco Systems Inc Com	14	330.82	228.20
Citigroup Inc.	2,000	48,400.00	13,420.00
Citigroup Inc.	500	13,093.00	3,355.00
Citigroup Inc.	170	8,190.60	1,140.70
Clarcor Inc	31	1,697.87	1,028.58
Clarcor Inc	6	328.62	199.08
Clarcor Inc	2	109.52	66.36
Clarcor Inc	10	547.70	331.80
Clarcor Inc	10	547.70	331.80
Clarcor Inc	16	876.32	530.88
Clarcor Inc	18	985.86	597.24
Clarcor Inc	12	657.24	398.16
Clarcor Inc	12	657.24	398.16
Clarcor Inc	14	766.78	464.52
Clarcor Inc	14	766.78	464.52
Clarcor Inc	6	328.62	199.08
Cliffs Natural Resources Inc	600	48,948.00	15,366.00

L. L. & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Cliffs Natural Resources Inc	400	\$ 32,634.00	\$ 10,244.00
Coca Cola Com	200	12,186.40	9,054.00
Coca Cola Com	300	18,282.60	13,581.00
Coca Cola Com	550	25,814.80	24,898.50
Coca Cola Com	450	26,207.32	20,371.50
Cogent Communications Group Inc	63	1,100.02	411.39
Cogent Communications Group Inc	32	576.00	208.96
Cogent Communications Group Inc	27	499.44	176.31
Cogent Communications Group Inc	41	753.18	267.73
Cogent Communications Group Inc	122	2,001.03	796.66
Cogent Communications Group Inc	115	1,836.04	750.95
Cogent Communications Group Inc	59	807.11	385.27
Cogent Communications Group Inc	36	519.28	235.08
Cogent Communications Group Inc	57	819.00	372.21
Cogent Communications Group Inc	110	1,572.92	718.30
Cogent Communications Group Inc	145	1,663.16	946.85
Cogent Communications Group Inc	400	3,003.88	2,612.00
Cogent Communications Group Inc	199	745.91	1,299.47
Cogent Communications Group Inc	178	691.23	1,162.34
Cogent Communications Group Inc	47	174.15	306.91
Cogent Communications Group Inc	96	369.05	626.88
Cogent Communications Group Inc	70	265.06	457.10
Coherent Inc Cal	43	1,197.74	922.78
Coherent Inc Cal	31	864.31	665.26
Coherent Inc Cal	70	1,954.41	1,502.20
Coherent Inc Cal	137	3,520.63	2,940.02
Coherent Inc Cal	80	2,029.78	1,716.80
Coherent Inc Cal	62	1,589.74	1,330.52
Coherent Inc Cal	22	549.71	472.12
Coherent Inc Cal	62	1,563.87	1,330.52
Coherent Inc Cal	8	202.56	171.68
Coherent Inc Cal	107	2,448.07	2,296.22
Coherent Inc Cal	27	626.32	579.42
Coherent Inc Cal	53	1,223.24	1,137.38
Comcast Crp New Cl A SPL	120	2,631.60	1,938.00
Comcast Crp New Cl A SPL	150	3,289.50	2,422.50
Comcast Crp New Cl A SPL	170	3,728.10	2,745.50
Comcast Crp New Cl A SPL	105	2,302.65	1,695.75
Comcast Crp New Cl A SPL	15	328.95	242.25
Comcast Crp New Cl A SPL	75	1,644.75	1,211.25
Comcast Crp New Cl A SPL	85	1,864.05	1,372.75

L. L. Lie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Comcast Crp New Cl A SPL	157	\$ 3,443.01	\$ 2,535.55
Comcast Crp New Cl A SPL	70	1,316.70	1,130.50
Comcast Crp New Cl A SPL	455	9,597.27	7,348.25
Comcast Crp New Cl A SPL	198	3,858.51	3,197.70
Computer Programs & Sys	36	1,214.28	964.80
Computer Programs & Sys	16	573.14	428.80
Computer Programs & Sys	17	487.14	455.60
Computer Programs & Sys	8	227.28	214.40
Computer Programs & Sys	8	229.80	214.40
Computer Programs & Sys	28	790.74	750.40
Computer Programs & Sys	5	139.60	134.00
Computer Programs & Sys	5	140.94	134.00
Computer Programs & Sys	9	247.82	241.20
Computer Programs & Sys	15	411.21	402.00
Computer Programs & Sys	22	576.47	589.60
Computer Programs & Sys	19	502.92	509.20
Computer Programs & Sys	9	234.84	241.20
Computer Programs & Sys	10	262.40	268.00
Computer Programs & Sys	1	26.50	26.80
Computer Programs & Sys	1	26.50	26.80
Computer Programs & Sys	21	545.11	562.80
Computer Programs & Sys	23	493.47	616.40
Computer Programs & Sys	6	127.22	160.80
Computer Programs & Sys	11	234.06	294.80
Computer Programs & Sys	24	511.38	643.20
Computer Programs & Sys	18	379.01	482.40
Computer Programs & Sys	36	773.42	964.80
Computer Programs & Sys	24	531.73	643.20
Computer Programs & Sys	31	554.92	830.80
Computer Programs & Sys	38	659.24	1,018.40
Computer Programs & Sys	4	69.48	107.20
Computer Programs & Sys	15	275.95	402.00
Conocophillips	150	13,024.50	7,770.00
Conocophillips	60	5,209.80	3,108.00
Conocophillips	115	6,771.89	5,957.00
Conocophillips	95	5,871.86	4,921.00
Cost Plus Inc Calif.	52	1,670.76	48.77
Cost Plus Inc Calif.	29	931.77	27.20
Cost Plus Inc Calif.	14	449.82	13.13
Cost Plus Inc Calif.	10	321.30	9.38
Cost Plus Inc Calif.	51	1,313.25	47.83

L...die & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Cost Plus Inc Calif.	26	\$ 531.83	\$ 24.38
Cost Plus Inc Calif.	6	113.96	5.62
Cost Plus Inc Calif.	20	388.31	18.76
Cost Plus Inc Calif.	28	550.48	26.26
Cost Plus Inc Calif.	27	528.39	25.32
Cost Plus Inc Calif.	17	328.27	15.94
Cost Plus Inc Calif.	41	754.96	38.45
Cost Plus Inc Calif.	33	584.43	30.95
Cost Plus Inc Calif.	77	1,329.35	72.22
Cost Plus Inc Calif.	27	424.71	25.32
Cost Plus Inc Calif.	46	728.70	43.14
Cost Plus Inc Calif.	22	360.03	20.63
Cost Plus Inc Calif.	28	467.95	26.26
Cost Plus Inc Calif.	68	1,103.30	63.78
Cost Plus Inc Calif.	1	16.74	0.93
Cost Plus Inc Calif.	39	677.23	36.58
Cost Plus Inc Calif.	3	41.07	2.81
Cost Plus Inc Calif.	14	192.50	13.13
Cost Plus Inc Calif.	14	185.44	13.13
Cost Plus Inc Calif.	18	243.18	16.88
Cost Plus Inc Calif.	30	401.49	28.14
Cost Plus Inc Calif.	15	202.47	14.07
Cost Plus Inc Calif.	29	383.47	27.20
Cost Plus Inc Calif.	15	195.45	14.07
Cost Plus Inc Calif.	18	230.04	16.88
Cost Plus Inc Calif.	39	489.34	36.58
Cost Plus Inc Calif.	79	976.71	74.10
Cost Plus Inc Calif.	19	237.22	17.82
Cost Plus Inc Calif.	16	198.96	15.00
Cost Plus Inc Calif.	27	333.14	25.32
Cost Plus Inc Calif.	17	212.33	15.94
Cost Plus Inc Calif.	54	522.94	50.65
Cost Plus Inc Calif.	96	942.84	90.04
Cost Plus Inc Calif.	33	296.03	30.95
Cost Plus Inc Calif.	11	90.20	10.31
Cost Plus Inc Calif.	16	129.20	15.00
Cost Plus Inc Calif.	42	336.71	39.39
Cost Plus Inc Calif.	42	330.57	39.39
Cost Plus Inc Calif.	20	159.80	18.76
Cost Plus Inc Calif.	29	231.89	27.20
Cost Plus Inc Calif.	42	331.57	39.39

Hillie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Cost Plus Inc Calif.	12	\$ 94.79	\$ 11.25
Cost Plus Inc Calif.	21	163.73	19.69
Cost Plus Inc Calif.	21	161.34	19.69
Cost Plus Inc Calif.	26	198.63	24.38
Cost Plus Inc Calif.	21	160.14	19.69
Cost Plus Inc Calif.	25	180.00	23.45
Cost Plus Inc Calif.	21	152.11	19.69
Cost Plus Inc Calif.	62	431.54	58.15
Cost Plus Inc Calif.	8	56.72	7.50
Cost Plus Inc Calif.	53	285.26	49.71
Cost Plus Inc Calif.	172	914.99	161.33
Cost Plus Inc Calif.	41	212.74	38.45
Cost Plus Inc Calif.	13	55.51	12.19
Cost Plus Inc Calif.	1	4.30	0.93
Cost Plus Inc Calif.	14	58.97	13.13
Cost Plus Inc Calif.	15	62.19	14.07
Cost Plus Inc Calif.	6	23.98	5.62
Cost Plus Inc Calif.	36	140.70	33.76
Cost Plus Inc Calif.	11	43.92	10.31
Cost Plus Inc Calif.	21	79.89	19.69
Cost Plus Inc Calif.	7	22.96	6.56
Cost Plus Inc Calif.	3	10.19	2.81
Costco Wholesale Crp Del	280	13,554.51	14,700.00
Costco Wholesale Crp Del	65	3,146.00	3,412.50
Costco Wholesale Crp Del	105	6,385.31	5,512.50
Costco Wholesale Crp Del	22	1,459.52	1,155.00
Costco Wholesale Crp Del	15	1,069.30	787.50
Costco Wholesale Crp Del	1	63.23	52.50
Costco Wholesale Crp Del	52	3,288.33	2,730.00
Costco Wholesale Crp Del	24	1,512.23	1,260.00
Costco Wholesale Crp Del	37	2,443.93	1,942.50
CVS Caremark Corp	183	5,696.32	5,259.42
CVS Caremark Corp	50	1,760.88	1,437.00
CVS Caremark Corp	35	1,315.65	1,005.90
CVS Caremark Corp	45	1,759.50	1,293.30
CVS Caremark Corp	70	1,935.60	2,011.80
CVS Caremark Corp	244	9,342.49	7,012.56
CVS Caremark Corp	29	1,065.31	833.46
CVS Caremark Corp	40	1,190.22	1,149.60
Deere Co	92	5,798.97	3,525.44
Deere Co	49	1,892.41	1,877.68

1 lie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Deere Co	27	\$ 1,016.81	\$ 1,034.64
Deere Co	24	905.55	919.68
Devon Energy Corp New	500	58,571.75	32,855.00
Devon Energy Corp New	215	8,367.80	14,127.65
Devon Energy Corp New	60	6,475.20	3,942.60
Devon Energy Corp New	15	1,058.52	985.65
Diageo Plc Spds Adr New	115	6,655.72	6,525.10
Diageo Plc Spds Adr New	25	1,794.00	1,418.50
Diageo Plc Spds Adr New	128	7,408.64	7,262.72
Diageo Plc Spds Adr New	35	2,025.00	1,985.90
Digi Intl Inc	9	125.79	72.99
Digi Intl Inc	4	55.97	32.44
Digi Intl Inc	24	347.14	194.64
Digi Intl Inc	41	585.89	332.51
Digi Intl Inc	5	72.40	40.55
Digi Intl Inc	27	390.85	218.97
Digi Intl Inc	9	130.05	72.99
Digi Intl Inc	21	325.19	170.31
Digi Intl Inc	24	359.81	194.64
Digi Intl Inc	23	356.50	186.53
Digi Intl Inc	11	168.89	89.21
Digi Intl Inc	5	77.46	40.55
Digi Intl Inc	13	201.29	105.43
Disney (Walt) Co Com Stk	39	984.24	884.91
Disney (Walt) Co Com Stk	41	978.21	930.29
Divx Inc	96	471.37	502.08
Divx Inc	97	473.68	507.31
Divx Inc	187	905.21	978.01
Divx Inc	5	25.77	26.15
Dow Chemical Co	162	6,994.76	2,444.58
Dow Chemical Co	95	1,898.52	1,433.55
Dun & Bradstreet Cor-New	65	3,887.25	5,018.00
E M C Corporation Mass	443	6,245.37	4,638.21
E.ON AG Adr	50	3,292.01	2,037.50
E.ON AG Adr	34	2,241.17	1,385.50
E.ON AG Adr	97	6,132.35	3,952.75
E.ON AG Adr	52	3,466.40	2,119.00
Electro Scientfc Ind Inc	69	1,311.69	468.51
Electro Scientfc Ind Inc	53	1,007.53	359.87
Electro Scientfc Ind Inc	18	342.18	122.22
Electro Scientfc Ind Inc	89	1,691.89	604.31

Julie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Electro Scientific Ind Inc	33	\$ 627.33	\$ 224.07
Electro Scientific Ind Inc	7	133.07	47.53
Electro Scientific Ind Inc	16	304.16	108.64
Electro Scientific Ind Inc	28	532.28	190.12
Electro Scientific Ind Inc	6	114.06	40.74
Electro Scientific Ind Inc	13	247.13	88.27
Electro Scientific Ind Inc	14	266.14	95.06
Electro Scientific Ind Inc	19	361.19	129.01
Electro Scientific Ind Inc	13	247.13	88.27
Electro Scientific Ind Inc	8	152.08	54.32
Electro Scientific Ind Inc	34	646.34	230.86
Electro Scientific Ind Inc	15	285.15	101.85
Electro Scientific Ind Inc	21	399.21	142.59
Electro Scientific Ind Inc	14	266.14	95.06
Electro Scientific Ind Inc	21	399.21	142.59
Electro Scientific Ind Inc	52	988.52	353.08
Electro Scientific Ind Inc	17	323.17	115.43
Electro Scientific Ind Inc	13	247.13	88.27
Electro Scientific Ind Inc	10	190.10	67.90
Electro Scientific Ind Inc	12	228.12	81.48
Electro Scientific Ind Inc	20	380.20	135.80
Electro Scientific Ind Inc	35	665.35	237.65
Electro Scientific Ind Inc	35	665.35	237.65
Electro Scientific Ind Inc	19	361.19	129.01
Electro Scientific Ind Inc	15	341.93	101.85
Electro Scientific Ind Inc	9	207.50	61.11
Electro Scientific Ind Inc	24	506.32	162.96
Electro Scientific Ind Inc	10	219.70	67.90
Electro Scientific Ind Inc	47	1,014.38	319.13
Electro Scientific Ind Inc	4	70.00	27.16
Electro Scientific Ind Inc	1	17.44	6.79
Electro Scientific Ind Inc	12	209.94	81.48
Electro Scientific Ind Inc	17	295.80	115.43
Electro Scientific Ind Inc	21	367.50	142.59
Electro Scientific Ind Inc	11	191.72	74.69
Electro Scientific Ind Inc	18	314.46	122.22
Electro Scientific Ind Inc	11	208.65	74.69
Electro Scientific Ind Inc	8	152.00	54.32
Electro Scientific Ind Inc	4	79.74	27.16
Electro Scientific Ind Inc	32	636.82	217.28
Electro Scientific Ind Inc	33	256.96	224.07

Julie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued

12/31/2008
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Electro Scientific Ind Inc	11	\$ 81.53	\$ 74.69
Electro Scientific Ind Inc	77	527.16	522.83
Electro Scientific Ind Inc	22	142.39	149.38
Electro Scientific Ind Inc	113	756.31	767.27
Electro Scientific Ind Inc	72	473.43	488.88
ENI S P A Sponsored Adr	12	1,510.08	573.84
ENI S P A Sponsored Adr	62	7,802.08	2,964.84
ENI S P A Sponsored Adr	77	5,925.30	3,682.14
ENI S P A Sponsored Adr	73	5,909.42	3,490.86
Enterprise Prdts Prtn Lp	1,400	40,891.20	29,022.00
Enterprise Prdts Prtn Lp	200	5,843.60	4,146.00
Enterprise Prdts Prtn Lp	200	5,845.60	4,146.00
Enterprise Prdts Prtn Lp	200	5,847.60	4,146.00
Enterprise Prdts Prtn Lp	600	19,385.10	12,438.00
Enterprise Prdts Prtn Lp	200	6,465.70	4,146.00
Enterprise Prdts Prtn Lp	200	6,471.70	4,146.00
EOG Resources Inc	155	11,060.80	10,319.90
EOG Resources Inc	50	3,568.00	3,329.00
EOG Resources Inc	25	2,903.75	1,664.50
Ericsson Lm Tel Cl B Adr Sek 10 New	300	5,855.78	2,343.00
Express Scripts Inc Com	45	2,958.19	2,474.10
Exxon Mobil Corp Com	500	44,585.50	39,915.00
Exxon Mobil Corp Com	161	8,252.86	12,852.63
Faro Technologies Inc	2	39.87	33.72
Faro Technologies Inc	8	159.86	134.88
Faro Technologies Inc	1	20.00	16.86
Faro Technologies Inc	4	79.81	67.44
Faro Technologies Inc	50	737.90	843.00
Faro Technologies Inc	34	508.92	573.24
Faro Technologies Inc	22	327.69	370.92
Faro Technologies Inc	18	286.74	303.48
Faro Technologies Inc	4	63.96	67.44
Faro Technologies Inc	1	14.23	16.86
Faro Technologies Inc	3	42.75	50.58
Faro Technologies Inc	35	492.45	590.10
Faro Technologies Inc	90	1,261.80	1,517.40
Faro Technologies Inc	64	1,883.56	1,079.04
Faro Technologies Inc	54	1,478.53	910.44
Faro Technologies Inc	38	1,014.24	640.68
Faro Technologies Inc	114	3,155.43	1,922.04
Faro Technologies Inc	47	577.44	792.42

Julie & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Flir Systems Inc	5	\$ 59.25	\$ 153.40
Flir Systems Inc	74	849.32	2,270.32
Flir Systems Inc	130	1,577.38	3,988.40
FMC Corp Com new	70	1,690.51	3,131.10
FMC Corp Com new	20	483.00	894.60
FMC Corp Com new	18	434.70	805.14
FMC Corp Com new	20	483.00	894.60
Force Protection Com New	885	4,155.34	5,292.30
Force Protection Com New	81	153.04	484.38
Force Protection Com New	67	127.30	400.66
Force Protection Com New	54	102.31	322.92
Force Protection Com New	138	342.74	825.24
Force Protection Com New	94	286.12	562.12
Force Protection Com New	119	359.86	711.62
Force Protection Com New	50	204.36	299.00
Force Protection Com New	110	450.69	657.80
Force Protection Com New	75	303.11	448.50
Force Protection Com New	147	595.54	879.06
Force Protection Com New	64	207.46	382.72
Force Protection Com New	64	221.25	382.72
Force Protection Com New	163	400.75	974.74
Force Protection Com New	101	235.71	603.98
Force Protection Com New	174	385.78	1,040.52
Force Protection Com New	166	329.91	992.68
Force Protection Com New	148	351.83	885.04
Ford Mtr Co Cap Tr II	1,150	49,444.25	10,373.00
Frontier Oil Corp	1,100	33,063.80	13,893.00
Frontier Oil Corp	600	18,033.30	7,578.00
Frontier Oil Corp	800	24,283.20	10,104.00
Gaiam Inc Cl A	63	831.35	291.06
Gaiam Inc Cl A	37	480.99	170.94
Gaiam Inc Cl A	61	759.21	281.82
Gaiam Inc Cl A	74	893.25	341.88
Gaiam Inc Cl A	16	68.67	73.92
Gaiam Inc Cl A	60	274.00	277.20
Gaiam Inc Cl A	97	403.33	448.14
GDF Suez Adr	98	3,589.78	4,846.10
GDF Suez Adr	124	4,932.40	6,131.80
GDF Suez Adr	47	2,436.18	2,324.15
Genentech Inc New	226	12,303.45	18,737.66
Genentech Inc New	4	322.15	331.64

Julie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Genentech Inc New	22	\$ 1,722.47	\$ 1,824.02
General Electric	2,000	61,434.00	32,400.00
Genl Dynamics Corp Com	37	675.25	2,130.83
Genl Dynamics Corp Com	24	438.00	1,382.16
Genl Dynamics Corp Com	24	1,298.75	1,382.16
Genl Dynamics Corp Com	20	1,089.52	1,151.80
Genl Dynamics Corp Com	46	2,667.97	2,649.14
Genl Dynamics Corp Com	26	1,520.96	1,497.34
Genl Dynamics Corp Com	24	1,641.42	1,382.16
Gilead Sciences Inc Com	7	309.04	357.98
Gilead Sciences Inc Com	32	1,599.58	1,636.48
Gilead Sciences Inc Com	18	907.22	920.52
Glaxosmithkline Plc Adr	35	1,658.65	1,304.45
Glaxosmithkline Plc Adr	180	8,530.20	6,708.60
Glaxosmithkline Plc Adr	29	1,049.70	1,080.83
Gold Fields Sp Adr New	3,500	46,928.00	34,755.00
Gold Fields Sp Adr New	500	6,703.75	4,965.00
Gold Fields Sp Adr New	200	2,834.70	1,986.00
Gold Fields Sp Adr New	400	5,622.00	3,972.00
Gold Fields Sp Adr New	1,100	15,457.75	10,923.00
Gold Fields Sp Adr New	300	4,216.35	2,979.00
Goldman Sachs Group Inc	1	154.08	84.39
Goldman Sachs Group Inc	4	717.50	337.56
Goldman Sachs Group Inc	9	1,917.82	759.51
Goldman Sachs Group Inc	10	2,275.46	843.90
Goldman Sachs Group Inc	18	3,435.62	1,519.02
Goldman Sachs Group Inc	44	5,812.14	3,713.16
Goldman Sachs Group Inc	22	1,557.23	1,856.58
Google Inc Cl A	100	42,803.05	30,765.00
Google Inc Cl A	100	42,803.05	30,765.00
Google Inc Cl A	100	46,033.00	30,765.00
Google Inc Cl A	8	2,837.18	2,461.20
Google Inc Cl A	14	4,173.20	4,307.10
Google Inc Cl A	2	720.32	615.30
Google Inc Cl A	10	3,656.90	3,076.50
Google Inc Cl A	3	1,080.31	922.95
Greatbatch Inc	5	112.11	132.30
Greatbatch Inc	13	291.46	343.98
Greatbatch Inc	3	67.26	79.38
Greatbatch Inc	14	313.88	370.44
Greatbatch Inc	27	605.34	714.42

Julie & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Greatbatch Inc	9	\$ 157.22	\$ 238.14
Greatbatch Inc	20	348.33	529.20
Greatbatch Inc	10	173.73	264.60
Greatbatch Inc	7	124.30	185.22
Greatbatch Inc	6	108.25	158.76
Greatbatch Inc	36	603.00	952.56
Greatbatch Inc	22	379.52	582.12
Greatbatch Inc	23	399.02	608.58
Greatbatch Inc	22	376.12	582.12
Greatbatch Inc	3	52.51	79.38
Greatbatch Inc	18	395.99	476.28
Greatbatch Inc	14	312.02	370.44
Greatbatch Inc	15	340.20	396.90
Greatbatch Inc	79	2,167.82	2,090.34
Greatbatch Inc	49	943.00	1,296.54
Greatbatch Inc	61	1,173.69	1,614.06
Greatbatch Inc	64	1,260.20	1,693.44
Greatbatch Inc	25	494.84	661.50
Greatbatch Inc	34	679.58	899.64
Groupe Danone Spon Adr	102	1,766.95	1,232.16
Groupe Danone Spon Adr	199	3,475.34	2,403.92
Groupe Danone Spon Adr	137	2,385.17	1,654.96
Grupo Televisa Sa Adr	125	2,664.35	1,867.50
Halliburton Company	205	7,171.60	3,726.90
Harley Davidson Inc Wis	95	4,655.00	1,612.15
Harley Davidson Inc Wis	65	3,167.31	1,103.05
Harley Davidson Inc Wis	45	2,448.90	763.65
Harley Davidson Inc Wis	20	722.80	339.40
Heineken Nv Adr	31	520.80	475.85
Heineken Nv Adr	200	3,360.00	3,070.00
Hess Corp	33	3,224.16	1,770.12
Hess Corp	26	2,456.52	1,394.64
Hess Corp	36	4,715.59	1,931.04
Hewlett Packard Co Del	70	3,073.32	2,540.30
Hewlett Packard Co Del	100	3,227.06	3,629.00
Home Inns & Hotels Mgmt Inc	200	8,583.90	1,716.00
Home Inns & Hotels Mgmt Inc	233	10,028.20	1,999.14
Home Inns & Hotels Mgmt Inc	300	12,920.85	2,574.00
Home Inns & Hotels Mgmt Inc	100	4,308.95	858.00
Home Inns & Hotels Mgmt Inc	100	4,293.95	858.00
Home Inns & Hotels Mgmt Inc	100	4,294.95	858.00

L. Lie & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Home Inns & Hotels Mgmt Inc	67	\$ 2,877.62	\$ 574.86
Home Inns & Hotels Mgmt Inc	100	4,302.95	858.00
Home Inns & Hotels Mgmt Inc	300	12,166.95	2,574.00
Home Inns & Hotels Mgmt Inc	200	8,113.30	1,716.00
Home Inns & Hotels Mgmt Inc	100	4,056.65	858.00
Honeywell Intl Inc Del	2,000	78,007.00	65,660.00
Honeywell Intl Inc Del	125	4,773.89	4,103.75
Honeywell Intl Inc Del	61	3,361.31	2,002.63
Houston Wire and Cable Co	53	738.93	493.43
Houston Wire and Cable Co	53	726.40	493.43
Houston Wire and Cable Co	65	855.61	605.15
Houston Wire and Cable Co	21	278.09	195.51
Houston Wire and Cable Co	46	632.16	428.26
Hoya Corp Adr	180	5,121.50	3,123.00
HSBC Hldg Plc Sp Adr	65	5,533.45	3,163.55
HSBC Hldg Plc Sp Adr	10	851.30	486.70
Impax Labs Inc	12	190.56	-
Impax Labs Inc	68	1,079.84	-
Impax Labs Inc	11	174.68	-
Impax Labs Inc	35	555.80	-
Impax Labs Inc	1	15.88	-
Impax Labs Inc	43	682.84	-
Impax Labs Inc	51	809.88	-
Impax Labs Inc	128	1,378.65	-
Impax Labs Inc	61	657.35	-
Impax Labs Inc	69	733.37	-
Impax Labs Inc	154	1,637.02	-
Imperial Tob Grp Sps Addr	86	6,486.95	4,652.60
Intel Corp	285	6,783.94	4,178.10
Intel Corp	285	7,021.26	4,178.10
Intermec Inc	5	72.38	66.40
Intermec Inc	33	471.89	438.24
Intermec Inc	21	314.77	278.88
Intermec Inc	39	590.15	517.92
Intermec Inc	20	289.76	265.60
Intermec Inc	14	209.48	185.92
Intermec Inc	13	194.23	172.64
Intermec Inc	21	304.88	278.88
Intermec Inc	10	138.48	132.80
Intermec Inc	13	192.71	172.64
Intermec Inc	14	214.34	185.92

L. J. & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Intermec Inc	14	\$ 214.72	\$ 185.92
Intermec Inc	15	230.01	199.20
Intermec Inc	14	212.00	185.92
Intermec Inc	14	206.11	185.92
Intermec Inc	14	203.61	185.92
Intermec Inc	14	203.87	185.92
Intl Business Machines Corp IBM	32	3,154.33	2,693.12
Intl Business Machines Corp IBM	115	9,260.80	9,678.40
IPC Holdings Ltd	11	418.12	328.90
IPC Holdings Ltd	15	553.95	448.50
IPC Holdings Ltd	27	952.75	807.30
IPC Holdings Ltd	14	467.84	418.60
IPC Holdings Ltd	7	198.73	209.30
IPC Holdings Ltd	15	412.78	448.50
IPC Holdings Ltd	30	888.60	897.00
IPC Holdings Ltd	19	547.30	568.10
IPC Holdings Ltd	20	577.92	598.00
IPC Holdings Ltd	39	1,117.30	1,166.10
IPC Holdings Ltd	20	572.20	598.00
IPC Holdings Ltd	100	2,554.74	2,990.00
IPC Holdings Ltd	22	557.10	657.80
Iron Mountain Inc New	130	3,963.00	3,214.90
Iron Mountain Inc New	65	1,337.67	1,607.45
Iron Mountain Inc New	157	2,974.84	3,882.61
Iron Mountain Inc New	30	778.50	741.90
Ituran Location and Control Ltd	24	317.14	175.44
Ituran Location and Control Ltd	1	13.25	7.31
Ituran Location and Control Ltd	93	1,220.74	679.83
Ituran Location and Control Ltd	103	1,349.02	752.93
Ituran Location and Control Ltd	1	13.25	7.31
Ituran Location and Control Ltd	27	356.59	197.37
Ituran Location and Control Ltd	26	297.73	190.06
Ituran Location and Control Ltd	17	195.25	124.27
Ituran Location and Control Ltd	76	862.96	555.56
Ituran Location and Control Ltd	1	11.50	7.31
Ituran Location and Control Ltd	2	22.96	14.62
Ituran Location and Control Ltd	7	80.32	51.17
Ituran Location and Control Ltd	9	103.50	65.79
Ituran Location and Control Ltd	27	310.37	197.37
Ituran Location and Control Ltd	46	522.90	336.26
Ituran Location and Control Ltd	16	166.78	116.96

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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Ituran Location and Control Ltd	12	\$ 125.95	\$ 87.72
Ituran Location and Control Ltd	1	10.47	7.31
Ituran Location and Control Ltd	5	52.50	36.55
Ituran Location and Control Ltd	12	125.75	87.72
Ituran Location and Control Ltd	38	385.38	277.78
Ituran Location and Control Ltd	2	20.37	14.62
Ituran Location and Control Ltd	60	610.19	438.60
Ituran Location and Control Ltd	6	62.75	43.86
Ixia Com	17	200.48	98.26
Ixia Com	34	399.25	196.52
Ixia Com	54	630.07	312.12
Ixia Com	30	354.19	173.40
Ixia Com	35	413.70	202.30
Ixia Com	24	282.36	138.72
Ixia Com	19	228.00	109.82
Ixia Com	20	239.40	115.60
Ixia Com	18	231.66	104.04
Ixia Com	103	1,120.13	595.34
Ixia Com	94	1,021.74	543.32
Ixia Com	163	1,556.76	942.14
Ixia Com	18	152.95	104.04
Ixia Com	13	110.25	75.14
Ixia Com	38	364.06	219.64
Ixia Com	1	9.73	5.78
Ixia Com	39	377.48	225.42
Ixia Com	19	181.26	109.82
Ixia Com	16	155.15	92.48
Ixia Com	1	9.50	5.78
Ixia Com	12	113.04	69.36
Ixia Com	16	147.12	92.48
Ixia Com	20	183.40	115.60
Ixia Com	40	364.74	231.20
Ixia Com	31	275.58	179.18
Ixia Com	88	872.41	508.64
Ixia Com	13	129.04	75.14
Ixia Com	13	123.41	75.14
Ixia Com	71	681.60	410.38
Ixia Com	121	1,040.43	699.38
Ixia Com	267	2,291.85	1,543.26
Johnson and Johnson Com	55	3,540.92	3,290.65
Johnson and Johnson Com	190	12,049.80	11,367.70

Julie & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Johnson and Johnson Com	121	\$ 7,009.87	\$ 7,239.43
Johnson and Johnson Com	18	1,055.47	1,076.94
JPMorgan Chase & Co	187	7,294.00	5,896.11
JPMorgan Chase & Co	132	5,149.00	4,161.96
JPMorgan Chase & Co	99	3,861.00	3,121.47
JPMorgan Chase & Co	46	1,794.00	1,450.38
JPMorgan Chase & Co	60	2,246.94	1,891.80
JPMorgan Chase & Co	110	4,843.30	3,468.30
JPMorgan Chase & Co	60	2,183.24	1,891.80
K V Pharmaceutical Co A	30	609.35	86.40
K V Pharmaceutical Co A	18	364.16	51.84
K V Pharmaceutical Co A	92	1,886.00	264.96
K V Pharmaceutical Co A	160	1,015.46	460.80
K V Pharmaceutical Co A	11	57.91	31.68
Kohlberg Cap Corp	217	3,427.04	789.88
Kohlberg Cap Corp	6	89.95	21.84
Kohlberg Cap Corp	10	154.97	36.40
Kohlberg Cap Corp	9	141.74	32.76
Kohlberg Cap Corp	13	198.01	47.32
Kohlberg Cap Corp	1	15.20	3.64
Kohlberg Cap Corp	14	138.18	50.96
Kohlberg Cap Corp	57	564.61	207.48
Kohlberg Cap Corp	7	68.84	25.48
Kohlberg Cap Corp	7	68.11	25.48
Kohlberg Cap Corp	7	67.43	25.48
Kohlberg Cap Corp	8	79.88	29.12
Kohlberg Cap Corp	1	10.05	3.64
Kohlberg Cap Corp	43	398.43	156.52
Kohlberg Cap Corp	43	251.86	156.52
Kohlberg Cap Corp	126	620.41	458.64
Kohlberg Cap Corp	106	413.35	385.84
Kohlberg Cap Corp	7	24.49	25.48
Kohlberg Cap Corp	23	79.33	83.72
Kohlberg Cap Corp	5	14.79	18.20
Kohlberg Cap Corp	1	3.20	3.64
Kohlberg Cap Corp	45	157.09	163.80
Kohlberg Cap Corp	25	86.62	91.00
Kohlberg Cap Corp	62	214.84	225.68
Lecg Corp	13	218.86	87.23
Lecg Corp	14	250.57	93.94
Lecg Corp	7	125.51	46.97

Julie & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Lecg Corp	21	\$ 378.91	\$ 140.91
Lecg Corp	1	18.03	6.71
Lecg Corp	38	684.08	254.98
Lecg Corp	11	197.90	73.81
Lecg Corp	7	125.09	46.97
Lecg Corp	7	124.46	46.97
Lecg Corp	7	119.98	46.97
Lecg Corp	4	70.07	26.84
Lecg Corp	1	18.07	6.71
Lecg Corp	26	467.48	174.46
Lecg Corp	12	219.48	80.52
Lecg Corp	13	246.60	87.23
Lecg Corp	4	74.88	26.84
Lecg Corp	4	73.20	26.84
Lecg Corp	1	18.89	6.71
Lecg Corp	4	73.48	26.84
Lecg Corp	4	83.68	26.84
Lecg Corp	14	320.32	93.94
Lecg Corp	7	160.69	46.97
Lecg Corp	1	22.92	6.71
Lecg Corp	5	115.00	33.55
Lecg Corp	8	184.00	53.68
Lecg Corp	9	206.82	60.39
Lecg Corp	9	207.54	60.39
Lecg Corp	5	118.48	33.55
Lecg Corp	28	512.94	187.88
Lecg Corp	42	755.91	281.82
Lecg Corp	75	1,200.45	503.25
Lecg Corp	71	1,138.60	476.41
Lecg Corp	9	146.20	60.39
Lecg Corp	5	86.61	33.55
Lecg Corp	6	103.80	40.26
Lecg Corp	6	103.82	40.26
Lecg Corp	12	207.24	80.52
Lecg Corp	85	1,185.54	570.35
Lecg Corp	2	28.40	13.42
Lecg Corp	35	510.95	234.85
Lecg Corp	27	389.34	181.17
Lecg Corp	17	246.50	114.07
Lecg Corp	13	190.49	87.23
Lecg Corp	26	381.55	174.46

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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Lecg Corp	58	\$ 868.45	\$ 389.18
Lecg Corp	218	1,789.54	1,462.78
Lecg Corp	254	2,114.85	1,704.34
Lecg Corp	40	320.69	268.40
Lecg Corp	33	245.23	221.43
Lecg Corp	21	157.50	140.91
Lecg Corp	86	629.86	577.06
Lecg Corp	98	634.89	657.58
Lecg Corp	10	59.46	67.10
Lecg Corp	33	177.53	221.43
Lecg Corp	87	496.32	583.77
Lecg Corp	105	602.99	704.55
Lionbridge Technologies	7	57.40	8.75
Lionbridge Technologies	86	641.73	107.50
Lionbridge Technologies	34	269.96	42.50
Lionbridge Technologies	69	533.63	86.25
Lionbridge Technologies	70	540.23	87.50
Lionbridge Technologies	70	523.60	87.50
Lionbridge Technologies	14	103.32	17.50
Lionbridge Technologies	32	231.40	40.00
Lionbridge Technologies	49	352.77	61.25
Lionbridge Technologies	71	384.39	88.75
Lionbridge Technologies	36	193.43	45.00
Lionbridge Technologies	36	192.31	45.00
Lionbridge Technologies	73	390.15	91.25
Lionbridge Technologies	1	5.30	1.25
Lionbridge Technologies	55	288.90	68.75
Lionbridge Technologies	18	94.43	22.50
Lionbridge Technologies	9	47.51	11.25
Lionbridge Technologies	11	60.50	13.75
Lionbridge Technologies	29	159.50	36.25
Lionbridge Technologies	67	362.56	83.75
Lionbridge Technologies	92	525.97	115.00
Lionbridge Technologies	44	253.00	55.00
Lionbridge Technologies	44	255.20	55.00
Lionbridge Technologies	22	128.92	27.50
Lionbridge Technologies	88	515.57	110.00
Lionbridge Technologies	18	106.20	22.50
Lionbridge Technologies	22	129.34	27.50
Lionbridge Technologies	22	129.58	27.50
Lionbridge Technologies	49	318.18	61.25

llie & Annie Oakley Foundation, In
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Lionbridge Technologies	29	\$ 186.84	\$ 36.25
Lionbridge Technologies	47	300.82	58.75
Lionbridge Technologies	65	372.45	81.25
Lionbridge Technologies	21	118.00	26.25
Lionbridge Technologies	42	234.86	52.50
Lionbridge Technologies	86	492.20	107.50
Lionbridge Technologies	8	46.00	10.00
Lionbridge Technologies	4	22.76	5.00
Lionbridge Technologies	18	103.48	22.50
Lionbridge Technologies	7	40.17	8.75
Lionbridge Technologies	45	258.06	56.25
Lionbridge Technologies	87	458.90	108.75
Lionbridge Technologies	51	264.86	63.75
Lionbridge Technologies	61	318.78	76.25
Lionbridge Technologies	5	26.49	6.25
Lionbridge Technologies	48	248.62	60.00
Lionbridge Technologies	5	25.90	6.25
Lionbridge Technologies	65	353.62	81.25
Lionbridge Technologies	80	433.95	100.00
Lionbridge Technologies	204	1,142.44	255.00
Lionbridge Technologies	34	175.07	42.50
Lionbridge Technologies	47	241.91	58.75
Lionbridge Technologies	38	189.93	47.50
Lionbridge Technologies	47	241.94	58.75
Lionbridge Technologies	24	123.58	30.00
Lionbridge Technologies	24	123.60	30.00
Lionbridge Technologies	20	99.54	25.00
Lionbridge Technologies	51	247.93	63.75
Lionbridge Technologies	26	127.34	32.50
Lionbridge Technologies	14	65.71	17.50
Lionbridge Technologies	343	1,541.10	428.75
Lionbridge Technologies	115	361.72	143.75
Lionbridge Technologies	57	187.84	71.25
Lionbridge Technologies	24	81.60	30.00
Lionbridge Technologies	48	166.23	60.00
Lionbridge Technologies	50	167.41	62.50
Lionbridge Technologies	25	81.89	31.25
Lionbridge Technologies	12	39.04	15.00
Lionbridge Technologies	26	80.68	32.50
Lionbridge Technologies	51	158.73	63.75
Lionbridge Technologies	32	98.95	40.00

Wille & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Lionbridge Technologies	32	\$ 99.20	\$ 40.00
Lionbridge Technologies	32	99.03	40.00
Lionbridge Technologies	66	204.45	82.50
Lionbridge Technologies	26	76.98	32.50
Lionbridge Technologies	26	77.92	32.50
Lionbridge Technologies	69	207.00	86.25
Lionbridge Technologies	27	83.70	33.75
Lionbridge Technologies	67	207.70	83.75
Lionbridge Technologies	68	208.77	85.00
Lionbridge Technologies	209	637.45	261.25
Lionbridge Technologies	29	75.23	36.25
Lionbridge Technologies	15	41.09	18.75
Lionbridge Technologies	31	81.31	38.75
Lionbridge Technologies	32	86.55	40.00
Lionbridge Technologies	12	31.20	15.00
Lionbridge Technologies	57	154.12	71.25
Lionbridge Technologies	78	193.01	97.50
Lionbridge Technologies	28	69.92	35.00
Lionbridge Technologies	40	103.98	50.00
Lionbridge Technologies	55	141.19	68.75
Lionbridge Technologies	7	17.50	8.75
Lionbridge Technologies	73	154.37	91.25
Lockheed Martin Corp	40	2,222.00	3,363.20
Lockheed Martin Corp	23	1,277.00	1,933.84
Lockheed Martin Corp	22	1,222.00	1,849.76
Lockheed Martin Corp	17	1,047.70	1,429.36
Lockheed Martin Corp	21	1,293.34	1,765.68
Lockheed Martin Corp	8	658.66	672.64
Lockheed Martin Corp	33	2,762.61	2,774.64
Lockheed Martin Corp	31	2,586.66	2,606.48
Lockheed Martin Corp	6	647.13	504.48
Lockheed Martin Corp	38	4,216.63	3,195.04
Loews Corp	25	585.83	706.25
Loews Corp	120	2,812.00	3,390.00
Loews Corp	210	4,921.00	5,932.50
Loews Corp	45	2,097.21	1,271.25
Lowe's Companies Inc	39	2,341.04	839.28
Lowe's Companies Inc	246	14,165.00	5,293.92
Lowe's Companies Inc	22	633.00	473.44
Lowe's Companies Inc	116	3,354.60	2,496.32
Lowe's Companies Inc	74	2,408.09	1,592.48

W. M. & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Lowe's Companies Inc	20	\$ 510.83	\$ 430.40
Mariner Energy Inc	47	810.44	479.40
Mariner Energy Inc	89	1,515.63	907.80
Mariner Energy Inc	11	207.90	112.20
Mariner Energy Inc	37	744.66	377.40
Mariner Energy Inc	23	488.01	234.60
Mariner Energy Inc	7	150.49	71.40
Mariner Energy Inc	28	615.16	285.60
Mariner Energy Inc	138	2,621.66	1,407.60
Mastercard Inc	4	427.00	571.72
Mastercard Inc	12	1,261.61	1,715.16
Mastercard Inc	5	519.01	714.65
Mastercard Inc	10	1,037.90	1,429.30
Mastercard Inc	23	3,069.12	3,287.39
Mastercard Inc	23	3,402.64	3,287.39
Mastercard Inc	1	228.22	142.93
McDonalds Corp Com	2	96.70	124.38
McDonalds Corp Com	28	1,417.74	1,741.32
McDonalds Corp Com	59	3,025.44	3,669.21
McDonalds Corp Com	57	2,959.22	3,544.83
McDonalds Corp Com	28	1,463.22	1,741.32
McDonalds Corp Com	59	3,084.35	3,669.21
McDonalds Corp Com	60	3,129.14	3,731.40
McDonalds Corp Com	40	2,068.84	2,487.60
McDonalds Corp Com	36	1,842.50	2,238.84
McDonalds Corp Com	45	2,570.09	2,798.55
McDonalds Corp Com	43	2,345.13	2,674.17
McDonalds Corp Com	4	225.72	248.76
Merck&Co Inc	185	6,946.84	5,624.00
Merrill Lynch and Co Inc	1,500	33,750.00	17,460.00
Methode Electrnics Inc	2	25.70	13.48
Methode Electrnics Inc	13	167.05	87.62
Methode Electrnics Inc	5	64.25	33.70
Methode Electrnics Inc	13	167.05	87.62
Methode Electrnics Inc	4	51.40	26.96
Methode Electrnics Inc	8	102.80	53.92
Methode Electrnics Inc	15	192.75	101.10
Methode Electrnics Inc	18	231.30	121.32
Methode Electrnics Inc	9	115.65	60.66
Methode Electrnics Inc	6	77.10	40.44
Methode Electrnics Inc	4	51.40	26.96

Willie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Methode Electrncs Inc	10	\$ 128.50	\$ 67.40
Methode Electrncs Inc	2	25.70	13.48
Methode Electrncs Inc	10	128.50	67.40
Methode Electrncs Inc	10	128.50	67.40
Methode Electrncs Inc	10	128.50	67.40
Methode Electrncs Inc	12	154.20	80.88
Methode Electrncs Inc	11	141.35	74.14
Methode Electrncs Inc	5	64.25	33.70
Methode Electrncs Inc	9	101.16	60.66
Methode Electrncs Inc	9	101.12	60.66
Methode Electrncs Inc	2	22.98	13.48
Methode Electrncs Inc	9	105.53	60.66
Methode Electrncs Inc	4	46.24	26.96
Methode Electrncs Inc	7	82.46	47.18
Methode Electrncs Inc	4	47.62	26.96
Methode Electrncs Inc	5	59.95	33.70
Methode Electrncs Inc	2	24.00	13.48
Methode Electrncs Inc	3	35.91	20.22
Methode Electrncs Inc	4	47.54	26.96
Methode Electrncs Inc	9	107.98	60.66
Methode Electrncs Inc	9	106.83	60.66
Methode Electrncs Inc	10	116.50	67.40
Methode Electrncs Inc	10	115.60	67.40
Methode Electrncs Inc	10	111.85	67.40
Methode Electrncs Inc	11	122.98	74.14
Methode Electrncs Inc	6	67.14	40.44
Methode Electrncs Inc	11	121.94	74.14
Methode Electrncs Inc	13	133.41	87.62
Methode Electrncs Inc	15	156.64	101.10
Methode Electrncs Inc	1	10.50	6.74
Methode Electrncs Inc	5	52.50	33.70
Methode Electrncs Inc	16	165.76	107.84
Methode Electrncs Inc	16	162.76	107.84
Methode Electrncs Inc	17	177.14	114.58
Methode Electrncs Inc	8	81.50	53.92
Methode Electrncs Inc	41	399.82	276.34
Methode Electrncs Inc	14	139.30	94.36
Methode Electrncs Inc	9	87.39	60.66
Methode Electrncs Inc	34	327.23	229.16
Mettler-Toledo Intl Inc	7	359.17	471.80
Mettler-Toledo Intl Inc	22	1,128.82	1,482.80

Willie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Mettler-Toledo Intl Inc	47	\$ 2,411.57	\$ 3,167.80
Mettler-Toledo Intl Inc	7	359.17	471.80
Mettler-Toledo Intl Inc	1	51.31	67.40
Mettler-Toledo Intl Inc	13	667.03	876.20
Microsemi Corp	233	3,915.33	2,945.12
Microsemi Corp	11	222.20	139.04
Microsemi Corp	82	1,654.49	1,036.48
Microsemi Corp	116	2,081.77	1,466.24
Microsemi Corp	43	793.95	543.52
Microsemi Corp	62	1,135.19	783.68
Microsoft Corp	2,000	56,827.50	38,880.00
Microsoft Corp	1,000	26,978.75	19,440.00
Microsoft Corp	100	2,187.70	1,944.00
Microsoft Corp	200	4,375.40	3,888.00
Microsoft Corp	300	6,563.10	5,832.00
Microsoft Corp	400	8,750.80	7,776.00
Microsoft Corp	190	5,076.00	3,693.60
Microsoft Corp	30	801.00	583.20
Microsoft Corp	55	1,503.22	1,069.20
Microsoft Corp	140	3,813.00	2,721.60
Microsoft Corp	120	3,448.80	2,332.80
Microsoft Corp	20	558.45	388.80
Microsoft Corp	70	1,797.50	1,360.80
Microsoft Corp	515	13,760.00	10,011.60
Microsoft Corp	230	6,145.00	4,471.20
Microsoft Corp	105	3,077.05	2,041.20
Microsoft Corp	320	9,207.62	6,220.80
Minerals Technologies	1	66.70	40.90
Minerals Technologies	9	600.30	368.10
Minerals Technologies	12	800.40	490.80
Minerals Technologies	23	1,534.10	940.70
Minerals Technologies	26	1,734.20	1,063.40
Minerals Technologies	20	1,336.46	818.00
ML&Co Arn	5,000	50,000.00	18,850.00
Monsanto Co New Del Com	22	1,002.73	1,547.70
Monsanto Co New Del Com	25	1,176.29	1,758.75
Monsanto Co New Del Com	26	1,224.42	1,829.10
Monsanto Co New Del Com	29	1,397.58	2,040.15
Monsanto Co New Del Com	26	1,218.28	1,829.10
Monsanto Co New Del Com	55	2,490.91	3,869.25
Monsanto Co New Del Com	17	1,404.77	1,195.95

Willie & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Moody's Corp	150	\$ 13,027.50	\$ 3,013.50
Natl Instruments Corp	17	463.25	414.12
Natl Instruments Corp	16	436.00	389.76
Natl Instruments Corp	12	327.00	292.32
Natl Instruments Corp	6	163.50	146.16
Natl Instruments Corp	41	1,117.25	998.76
Natl Instruments Corp	9	195.12	219.24
Natl Instruments Corp	6	127.40	146.16
Natl Instruments Corp	20	428.70	487.20
Natl Instruments Corp	25	537.07	609.00
Nestle S A Rep Rg Sh Adr	6	158.41	238.20
Nestle S A Rep Rg Sh Adr	272	10,631.99	10,798.40
Newmont Mining Corp	600	23,835.60	24,420.00
Newmont Mining Corp	400	15,894.40	16,280.00
Newmont Mining Corp	200	9,086.00	8,140.00
Newmont Mining Corp	200	11,210.60	8,140.00
Newmont Mining Corp	600	33,637.80	24,420.00
News Corp Cl A	330	5,567.13	2,999.70
News Corp Cl A	190	3,528.81	1,727.10
News Corp Cl A	55	1,116.50	499.95
News Corp Cl A	90	1,320.30	818.10
Nike Inc Cl B	8	444.27	408.00
Nike Inc Cl B	17	940.81	867.00
Nike Inc Cl B	25	1,399.42	1,275.00
Nike Inc Cl B	25	1,419.70	1,275.00
Nike Inc Cl B	22	1,275.06	1,122.00
Nike Inc Cl B	10	504.97	510.00
Nike Inc Cl B	20	1,054.72	1,020.00
Nike Inc Cl B	15	801.00	765.00
Nike Inc Cl B	13	732.74	663.00
Nike Inc Cl B	22	1,211.26	1,122.00
Nokia Corp Spon Adr	83	1,300.61	1,294.80
Nokia Corp Spon Adr	415	6,503.00	6,474.00
Norfolk Southern Corp	56	3,010.07	2,634.80
Norfolk Southern Corp	25	1,366.82	1,176.25
Norfolk Southern Corp	3	163.81	141.15
Norfolk Southern Corp	26	1,384.23	1,223.30
Norfolk Southern Corp	7	434.83	329.35
Norfolk Southern Corp	6	370.79	282.30
Norfolk Southern Corp	19	1,248.67	893.95
Norfolk Southern Corp	9	588.04	423.45

llie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Norfolk Southern Corp	39	\$ 2,022.09	\$ 1,834.95
Novartis Adr	110	5,559.40	5,473.60
Novartis Adr	90	4,982.39	4,478.40
Novartis Adr	75	3,752.18	3,732.00
Occidental Pete Corp Cal	110	3,209.50	6,598.90
Occidental Pete Corp Cal	120	3,501.00	7,198.80
Occidental Pete Corp Cal	60	1,750.00	3,599.40
Occidental Pete Corp Cal	75	6,211.50	4,499.25
Old Repub Intl Corp	11	160.33	131.12
Old Repub Intl Corp	27	391.35	321.84
Old Repub Intl Corp	27	398.05	321.84
Old Repub Intl Corp	27	393.86	321.84
Old Repub Intl Corp	116	1,725.28	1,382.72
Old Repub Intl Corp	111	1,628.20	1,323.12
Old Repub Intl Corp	130	1,803.13	1,549.60
Old Repub Intl Corp	168	2,040.78	2,002.56
Old Repub Intl Corp	285	2,694.16	3,397.20
Oracle Corp \$0.01 Del	330	4,527.60	5,850.90
Oracle Corp \$0.01 Del	101	2,207.03	1,790.73
Oracle Corp \$0.01 Del	115	2,087.95	2,038.95
Oracle Corp \$0.01 Del	62	1,125.28	1,099.26
Pacer Intl Inc Tenn	4	85.04	41.72
Pacer Intl Inc Tenn	4	85.04	41.72
Pacer Intl Inc Tenn	35	744.10	365.05
Pacer Intl Inc Tenn	11	233.86	114.73
Pacer Intl Inc Tenn	6	127.56	62.58
Pacer Intl Inc Tenn	8	223.18	83.44
Pacer Intl Inc Tenn	117	2,324.13	1,220.31
Pacer Intl Inc Tenn	81	1,600.08	844.83
Pacer Intl Inc Tenn	110	1,318.89	1,147.30
Par Pharmaceutical Cos Inc	14	579.32	187.74
Par Pharmaceutical Cos Inc	65	2,689.70	871.65
Par Pharmaceutical Cos Inc	48	1,986.24	643.68
Par Pharmaceutical Cos Inc	12	496.56	160.92
Par Pharmaceutical Cos Inc	25	1,034.50	335.25
Par Pharmaceutical Cos Inc	16	612.93	214.56
Par Pharmaceutical Cos Inc	8	305.84	107.28
Par Pharmaceutical Cos Inc	25	800.20	335.25
Par Pharmaceutical Cos Inc	34	819.40	455.94
Par Pharmaceutical Cos Inc	34	807.28	455.94
Par Pharmaceutical Cos Inc	12	288.86	160.92

Wille & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Par Pharmaceutical Cos Inc	17	\$ 408.12	\$ 227.97
Pengrowth Energy Tr	5,000	93,450.00	38,100.00
Penwest Pharmaceuticals	164	1,776.08	257.48
Penwest Pharmaceuticals	132	1,382.66	207.24
Penwest Pharmaceuticals	104	1,206.39	163.28
Penwest Pharmaceuticals	174	1,990.28	273.18
Penwest Pharmaceuticals	37	355.00	58.09
Penwest Pharmaceuticals	26	194.68	40.82
Penwest Pharmaceuticals	53	398.45	83.21
Penwest Pharmaceuticals	82	616.18	128.74
Penwest Pharmaceuticals	127	967.37	199.39
Penwest Pharmaceuticals	39	203.21	61.23
Penwest Pharmaceuticals	38	250.69	59.66
Penwest Pharmaceuticals	44	276.97	69.08
Penwest Pharmaceuticals	15	95.23	23.55
Penwest Pharmaceuticals	19	73.32	29.83
Petrleo Bras Vtg Spd Adr	436	18,620.14	10,677.64
Petrleo Bras Vtg Spd Adr	300	7,004.73	4,016.36
Petrleo Bras Vtg Spd Adr	200	8,543.35	4,898.00
Petrleo Bras Vtg Spd Adr	200	6,660.80	4,898.00
Petrleo Bras Vtg Spd Adr	29	918.28	710.21
Petrleo Bras Vtg Spd Adr	78	4,394.80	1,910.22
Petrleo Bras Vtg Spd Adr	16	929.23	391.84
Pharm Prod Dev Inc	5	165.90	145.05
Pharm Prod Dev Inc	88	2,919.84	2,552.88
Pharm Prod Dev Inc	54	1,791.72	1,566.54
Pharm Prod Dev Inc	30	995.40	870.30
Pharm Prod Dev Inc	39	1,218.00	1,131.39
Pharm Prod Dev Inc	66	2,202.88	1,914.66
Philip Morris Intl Inc	500	22,525.26	21,755.00
Philip Morris Intl Inc	100	4,505.58	4,351.00
Philip Morris Intl Inc	600	29,200.84	26,106.00
Philip Morris Intl Inc	200	10,436.70	8,702.00
Philip Morris Intl Inc	315	13,376.31	13,705.65
Philip Morris Intl Inc	35	1,486.25	1,522.85
Power Integrations Inc	5	84.61	99.40
Power Integrations Inc	14	237.30	278.32
Power Integrations Inc	29	484.88	576.52
Power Integrations Inc	30	488.10	596.40
Power Integrations Inc	14	222.56	278.32
Power Integrations Inc	21	331.00	417.48

Willie & Annie Oakley Foundation, Inc
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Power Integrations Inc	127	\$ 1,818.64	\$ 2,524.76
Power Integrations Inc	13	286.00	258.44
Power Integrations Inc	34	765.00	675.92
Power Integrations Inc	34	911.88	675.92
Prazair Inc	23	1,435.43	1,365.28
Prazair Inc	23	1,454.62	1,365.28
Prazair Inc	26	1,735.08	1,543.36
Prazair Inc	19	1,278.19	1,127.84
Prazair Inc	32	2,492.32	1,899.52
Procter & Gamble Co	105	5,879.52	6,491.10
Procter & Gamble Co	20	1,298.00	1,236.40
Procter & Gamble Co	10	643.00	618.20
Procter & Gamble Co	94	5,954.10	5,811.08
Procter & Gamble Co	400	25,659.20	24,728.00
Procter & Gamble Co	400	27,284.80	24,728.00
Procter & Gamble Co	200	14,474.70	12,364.00
Progressive Crp Ohio	290	6,150.90	4,294.90
Progressive Crp Ohio	400	8,484.00	5,924.00
Prudential Plc Adr	16	492.91	202.40
Prudential Plc Adr	269	7,978.22	3,402.85
Prudential Plc Adr	345	5,466.77	4,364.25
Qiao Xing Universal Tel	300	3,471.00	558.00
Qiao Xing Universal Tel	100	1,157.00	186.00
Qiao Xing Universal Tel	100	1,157.00	186.00
Qiao Xing Universal Tel	100	1,157.00	186.00
Qiao Xing Universal Tel	100	1,157.00	186.00
Qiao Xing Universal Tel	200	2,314.00	372.00
Qiao Xing Universal Tel	100	1,157.00	186.00
Qiao Xing Universal Tel	274	3,172.92	509.64
Qiao Xing Universal Tel	100	1,158.00	186.00
Qiao Xing Universal Tel	100	1,158.00	186.00
Qiao Xing Universal Tel	1,000	11,590.00	1,860.00
Qiao Xing Universal Tel	26	301.86	48.36
Qiao Xing Universal Tel	200	2,324.00	372.00
Qiao Xing Universal Tel	100	1,162.00	186.00
Qiao Xing Universal Tel	500	5,815.00	930.00
Qiao Xing Universal Tel	600	6,978.00	1,116.00
Qiao Xing Universal Tel	200	2,328.00	372.00
Qiao Xing Universal Tel	300	3,492.00	558.00
Qiao Xing Universal Tel	100	792.08	186.00
Qiao Xing Universal Tel	100	792.08	186.00

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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Qiao Xing Universal Tel	200	\$ 1,584.16	\$ 372.00
Qiao Xing Universal Tel	100	792.08	186.00
Qiao Xing Universal Tel	100	792.08	186.00
Qiao Xing Universal Tel	1,000	13,004.00	1,860.00
Qiao Xing Universal Tel	100	664.35	186.00
Qiao Xing Universal Tel	100	664.35	186.00
Qiao Xing Universal Tel	100	664.35	186.00
Qiao Xing Universal Tel	300	1,993.05	558.00
Qiao Xing Universal Tel	19	126.23	35.34
Qiao Xing Universal Tel	100	664.35	186.00
Qiao Xing Universal Tel	181	1,204.28	336.66
Qiao Xing Universal Tel	319	2,122.47	593.34
Qiao Xing Universal Tel	300	1,996.05	558.00
Qiao Xing Universal Tel	381	2,534.98	708.66
Qiao Xing Universal Tel	100	665.35	186.00
Qualcomm Inc	10	418.87	358.30
Qualcomm Inc	3	122.31	107.49
Qualcomm Inc	61	2,494.50	2,185.63
Qualcomm Inc	59	3,245.30	2,113.97
Qualcomm Inc	34	1,899.24	1,218.22
Qualcomm Inc	18	1,003.06	644.94
Qualcomm Inc	12	467.13	429.96
Qualcomm Inc	39	1,514.91	1,397.37
Quest Software Inc Com	6	95.70	75.54
Quest Software Inc Com	12	191.40	151.08
Quest Software Inc Com	12	191.40	151.08
Quest Software Inc Com	50	797.50	629.50
Quest Software Inc Com	160	2,552.00	2,014.40
Quest Software Inc Com	23	366.85	289.57
Quest Software Inc Com	157	2,271.87	1,976.63
Quest Software Inc Com	70	959.04	881.30
Quest Software Inc Com	64	874.71	805.76
Quest Software Inc Com	72	921.23	906.48
Quest Software Inc Com	73	920.32	919.07
Rightnow Tech Inc	18	284.75	139.14
Rightnow Tech Inc	37	582.75	286.01
Rightnow Tech Inc	37	593.52	286.01
Rightnow Tech Inc	37	553.89	286.01
Rightnow Tech Inc	77	1,184.29	595.21
Rightnow Tech Inc	28	338.35	216.44
Rightnow Tech Inc	113	1,353.69	873.49

L. Lie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Rightnow Tech Inc	5	\$ 60.50	\$ 38.65
Rightnow Tech Inc	13	154.64	100.49
Rightnow Tech Inc	77	769.98	595.21
Rightnow Tech Inc	71	710.00	548.83
Rightnow Tech Inc	35	349.20	270.55
Rightnow Tech Inc	180	1,274.63	1,391.40
Rightnow Tech Inc	73	457.85	564.29
Roche Hldg Ltd Spn Adr	72	6,893.82	5,511.60
Roche Hldg Ltd Spn Adr	75	7,068.32	5,741.25
Roche Hldg Ltd Spn Adr	95	8,760.60	7,272.25
Sandisk Corp Inc	100	4,478.50	960.00
Sandisk Corp Inc	100	4,478.50	960.00
Sandisk Corp Inc	100	4,478.50	960.00
Sandisk Corp Inc	100	4,478.50	960.00
Sandisk Corp Inc	800	35,836.00	7,680.00
Sandisk Corp Inc	500	12,345.00	4,800.00
Sandisk Corp Inc	500	12,344.75	4,800.00
Sandisk Corp Inc	100	2,990.75	960.00
Sandisk Corp Inc	200	5,981.50	1,920.00
Scansource Inc	25	702.29	481.75
Scansource Inc	40	1,125.04	770.80
Scansource Inc	31	865.26	597.37
Scansource Inc	24	670.90	462.48
Scansource Inc	35	996.30	674.45
Schering Plough Corp	290	4,351.65	4,938.70
Schering Plough Corp	36	592.10	613.08
Schering Plough Corp	79	1,253.33	1,345.37
Schering Plough Corp	41	665.45	698.23
Schering Plough Corp	79	1,248.07	1,345.37
Schering Plough Corp	22	352.00	374.66
Schering Plough Corp	110	1,759.12	1,873.30
Schlumberger Ltd	500	48,706.75	21,165.00
Schlumberger Ltd	300	31,210.05	12,699.00
Schlumberger Ltd	2	129.44	84.66
Schlumberger Ltd	22	1,426.42	931.26
Schlumberger Ltd	13	1,202.89	550.29
Schlumberger Ltd	33	3,164.59	1,396.89
Schlumberger Ltd	11	733.22	465.63
Schlumberger Ltd	40	2,579.04	1,693.20
Sealed Air Corp (New)	360	12,252.00	5,378.40
Sealed Air Corp (New)	40	1,065.00	597.60

1. Alice & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Sealed Air Corp (New)	110	\$ 2,929.00	\$ 1,643.40
Sealed Air Corp (New)	40	766.22	597.60
Semtech Corporation	18	393.12	202.86
Semtech Corporation	1	21.84	11.27
Semtech Corporation	63	1,375.92	710.01
Semtech Corporation	95	2,074.80	1,070.65
Semtech Corporation	55	847.42	619.85
Semtech Corporation	3	46.50	33.81
Semtech Corporation	13	155.74	146.51
Semtech Corporation	4	48.00	45.08
Semtech Corporation	50	597.30	563.50
Semtech Corporation	77	885.51	867.79
Shuffle Master Inc	226	3,601.76	1,120.96
Shuffle Master Inc	120	1,674.18	595.20
Shuffle Master Inc	17	235.88	84.32
Shuffle Master Inc	26	368.47	128.96
Shuffle Master Inc	56	781.18	277.76
Shuffle Master Inc	29	419.91	143.84
Shuffle Master Inc	26	338.00	128.96
Shuffle Master Inc	109	1,316.91	540.64
Shuffle Master Inc	81	988.39	401.76
Shuffle Master Inc	23	263.53	114.08
Shuffle Master Inc	120	1,408.79	595.20
Shuffle Master Inc	17	199.55	84.32
Shuffle Master Inc	6	69.11	29.76
Shuffle Master Inc	55	550.00	272.80
Shuffle Master Inc	113	1,047.58	560.48
Shuffle Master Inc	276	2,510.16	1,368.96
Shuffle Master Inc	53	490.19	262.88
Shuffle Master Inc	30	256.96	148.80
Shuffle Master Inc	36	301.23	178.56
Shuffle Master Inc	3	24.75	14.88
Shuffle Master Inc	20	178.18	99.20
Shuffle Master Inc	29	256.51	143.84
Shuffle Master Inc	29	258.81	143.84
Shuffle Master Inc	133	1,192.09	659.68
Shuffle Master Inc	63	564.23	312.48
Shuffle Master Inc	7	53.20	34.72
Shuffle Master Inc	19	143.45	94.24
Shuffle Master Inc	348	2,575.58	1,726.08
Shuffle Master Inc	51	377.89	252.96

1. Jie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Shuffle Master Inc	779	\$ 4,080.09	\$ 3,863.84
Shuffle Master Inc	48	223.20	238.08
Shuffle Master Inc	273	1,295.08	1,354.08
Shuffle Master Inc	118	594.89	585.28
Shuffle Master Inc	177	661.63	877.92
Shuffle Master Inc	46	170.10	228.16
Shuffle Master Inc	26	93.60	128.96
Shuffle Master Inc	48	153.47	238.08
Shuffle Master Inc	79	243.52	391.84
Shuffle Master Inc	149	484.03	739.04
Shuffle Master Inc	237	759.21	1,175.52
Singapore Telecomm Lt Ad	248	5,201.23	4,426.80
Sirius Satellite Radio	5,000	36,355.00	600.00
Sirius Satellite Radio	3,000	11,214.00	360.00
Sirius Satellite Radio	1,000	3,587.00	120.00
Sirius Satellite Radio	1,000	3,587.00	120.00
Sirius Satellite Radio	1,400	5,159.00	168.00
Sirius Satellite Radio	1,600	5,896.00	192.00
Sirius Satellite Radio	1,000	3,685.00	120.00
Sirius Satellite Radio	6,000	22,110.00	720.00
Sohu Com Inc	100	4,041.20	4,734.00
Sohu Com Inc	300	12,123.60	14,202.00
Sohu Com Inc	100	4,041.20	4,734.00
Sohu Com Inc	100	4,406.00	4,734.00
Sohu Com Inc	200	8,812.00	9,468.00
Sohu Com Inc	100	4,405.00	4,734.00
Sohu Com Inc	100	4,406.00	4,734.00
Sohu Com Inc	400	24,235.40	18,936.00
Sohu Com Inc	100	6,058.85	4,734.00
SPSS Inccom	9	141.48	242.64
SPSS Inccom	8	125.12	215.68
SPSS Inccom	16	250.24	431.36
SPSS Inccom	8	125.12	215.68
SPSS Inccom	4	62.56	107.84
SPSS Inccom	7	109.48	188.72
SPSS Inccom	1	15.64	26.96
SPSS Inccom	1	15.64	26.96
SPSS Inccom	7	109.48	188.72
SPSS Inccom	5	78.20	134.80
SPSS Inccom	6	93.84	161.76
SPSS Inccom	8	125.12	215.68

Julie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
SPSS Incom	8	\$ 125.12	\$ 215.68
SPSS Incom	8	125.12	215.68
SPSS Incom	7	109.48	188.72
SPSS Incom	3	46.92	80.88
SPSS Incom	3	46.92	80.88
SPSS Incom	2	46.56	53.92
SPSS Incom	5	74.95	134.80
SPSS Incom	1	17.70	26.96
SPSS Incom	6	108.66	161.76
SPSS Incom	7	128.52	188.72
SPSS Incom	7	126.49	188.72
SPSS Incom	4	74.28	107.84
SPSS Incom	8	143.36	215.68
SPSS Incom	4	70.16	107.84
SPSS Incom	5	88.33	134.80
SPSS Incom	24	545.52	647.04
SPSS Incom	3	72.20	80.88
SPSS Incom	3	78.00	80.88
SPSS Incom	15	382.22	404.40
SPSS Incom	18	453.24	485.28
SPSS Incom	22	543.18	593.12
SPSS Incom	4	96.67	107.84
SPSS Incom	41	1,302.70	1,105.36
SPSS Incom	19	417.36	512.24
SPSS Incom	25	786.37	481.75
St Jude Medical Inc	1,300	50,466.00	42,848.00
St Jude Medical Inc	200	9,265.74	6,592.00
St Jude Medical Inc	500	22,563.00	16,480.00
St Jude Medical Inc	300	12,208.80	9,888.00
St Jude Medical Inc	200	8,141.20	6,592.00
Stanley Inc	12	356.82	434.64
Stanley Inc	52	1,306.77	1,883.44
Stanley Inc	23	573.94	833.06
Stanley Inc	29	726.75	1,050.38
Stanley Inc	25	623.41	905.50
Stanley Inc	10	247.49	362.20
Stanley Inc	32	786.45	1,159.04
Starwood Hotels and Resorts Worldwide NE	45	964.32	805.50
Starwood Hotels and Resorts Worldwide NE	54	1,148.62	966.60
Sumitomo Mitsu Finl Adr	867	7,303.18	3,494.01
Sun Microsystems Inc	750	40,647.00	2,865.00

L. Lie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Sun Microsystems Inc	250	\$ 12,678.50	\$ 955.00
Sun Microsystems Inc	250	12,728.50	955.00
Sun Microsystems Inc	1,250	35,350.00	4,775.00
Sun Microsystems Inc	250	3,960.00	955.00
Sun Microsystems Inc	250	3,960.00	955.00
Sun Microsystems Inc	50	792.00	191.00
Sun Microsystems Inc	1,250	19,800.00	4,775.00
Sun Microsystems Inc	700	11,088.00	2,674.00
Sunopta Inc	4	28.72	6.28
Sunopta Inc	55	394.90	86.35
Sunopta Inc	7	50.26	10.99
Sunopta Inc	29	208.22	45.53
Sunopta Inc	17	122.06	26.69
Sunopta Inc	35	251.30	54.95
Sunopta Inc	36	258.48	56.52
Sunopta Inc	18	129.24	28.26
Sunopta Inc	18	129.24	28.26
Sunopta Inc	18	129.24	28.26
Sunopta Inc	5	35.90	7.85
Sunopta Inc	10	56.20	15.70
Sunopta Inc	34	194.99	53.38
Sunopta Inc	33	187.47	51.81
Sunopta Inc	34	189.35	53.38
Sunopta Inc	11	60.72	17.27
Sunopta Inc	54	286.17	84.78
Sunopta Inc	16	81.36	25.12
Sunopta Inc	36	182.63	56.52
Sunopta Inc	68	336.18	106.76
Sunopta Inc	68	323.34	106.76
Sunopta Inc	67	310.26	105.19
Sunopta Inc	19	96.33	29.83
Sunopta Inc	22	111.43	34.54
Sunopta Inc	17	85.34	26.69
Sunopta Inc	6	31.50	9.42
Sunopta Inc	69	356.39	108.33
Sunopta Inc	69	352.94	108.33
Sunopta Inc	70	366.10	109.90
Sunopta Inc	14	74.76	21.98
Sunopta Inc	18	97.02	28.26
Sunopta Inc	6	32.40	9.42
Sunopta Inc	9	48.60	14.13

L. Lie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Sunopta Inc	57	\$ 284.42	\$ 89.49
Sunopta Inc	14	69.58	21.98
Sunopta Inc	6	30.48	9.42
Sunopta Inc	17	84.66	26.69
Sunopta Inc	16	78.24	25.12
Sunopta Inc	29	139.46	45.53
Sunopta Inc	17	148.75	26.69
Sunopta Inc	4	44.00	6.28
Sunopta Inc	112	1,231.54	175.84
Sunopta Inc	75	824.89	117.75
Sunopta Inc	50	543.63	78.50
Sunopta Inc	711	4,406.07	1,116.27
Sunopta Inc	472	2,702.06	741.04
Sunopta Inc	83	452.15	130.31
Sunopta Inc	148	806.26	232.36
Sunopta Inc	209	1,138.63	328.13
Sunopta Inc	75	372.86	117.75
Sunopta Inc	63	313.09	98.91
Sunopta Inc	128	616.77	200.96
Sunopta Inc	74	352.24	116.18
Sunopta Inc	16	75.96	25.12
Sunopta Inc	53	258.16	83.21
Sunopta Inc	34	166.05	53.38
Sunopta Inc	27	134.99	42.39
Sunopta Inc	69	351.71	108.33
Sunopta Inc	53	266.56	83.21
Sunopta Inc	76	395.22	119.32
Sunopta Inc	95	497.85	149.15
Sunopta Inc	66	344.49	103.62
Sunopta Inc	39	207.23	61.23
Sunopta Inc	142	749.76	222.94
Sunopta Inc	15	63.75	23.55
Sunopta Inc	229	969.52	359.53
Sunopta Inc	82	280.96	128.74
Sunopta Inc	156	485.66	244.92
Sunopta Inc	52	154.29	81.64
Sunopta Inc	125	325.09	196.25
Sunopta Inc	44	112.58	69.08
Sunopta Inc	148	304.69	232.36
Superior Energy Svcs Inc	4	90.49	63.72
Superior Energy Svcs Inc	29	652.25	461.97

L. Lie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
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<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Superior Energy Svcs Inc	73	\$ 1,575.13	\$ 1,162.89
Superior Energy Svcs Inc	6	157.17	95.58
SXC Health Solutions Corp	19	408.07	354.73
SXC Health Solutions Corp	16	335.37	298.72
SXC Health Solutions Corp	76	1,603.22	1,418.92
SXC Health Solutions Corp	49	1,062.94	914.83
SXC Health Solutions Corp	7	125.63	130.69
SXC Health Solutions Corp	22	400.66	410.74
SXC Health Solutions Corp	15	273.45	280.05
SXC Health Solutions Corp	35	633.15	653.45
SXC Health Solutions Corp	45	782.44	840.15
SXC Health Solutions Corp	11	136.60	205.37
SXC Health Solutions Corp	31	371.58	578.77
SXC Health Solutions Corp	1	12.25	18.67
SXC Health Solutions Corp	11	135.19	205.37
SXC Health Solutions Corp	12	146.31	224.04
SXC Health Solutions Corp	50	596.50	933.50
Target Corp Com	55	2,884.27	1,899.15
Target Corp Com	51	2,263.55	1,761.03
Target Corp Com	120	4,485.02	4,143.60
Telus Corp Non Vtg Shs	23	1,092.20	653.66
Telus Corp Non Vtg Shs	4	190.94	113.68
Telus Corp Non Vtg Shs	2	95.50	56.84
Telus Corp Non Vtg Shs	43	2,092.99	1,222.06
Telus Corp Non Vtg Shs	65	3,174.81	1,847.30
Telus Corp Non Vtg Shs	10	482.88	284.20
Telus Corp Non Vtg Shs	83	3,525.80	2,358.86
Telus Corp Non Vtg Shs	49	2,280.18	1,392.58
Telus Corp Non Vtg Shs	7	325.74	198.94
Telus Corp Non Vtg Shs	80	3,785.42	2,273.60
Teppco Partners LP ULPI	1,500	55,014.75	29,355.00
Teppco Partners LP ULPI	400	14,194.40	7,828.00
Teppco Partners LP ULPI	100	3,549.60	1,957.00
Tesco Plc Spnrd Adr	240	4,587.38	3,804.00
Texas Instruments	220	6,963.68	3,414.40
Texas Instruments	35	956.55	543.20
Texas Instruments	50	1,238.45	776.00
Texas Instruments	135	2,330.42	2,095.20
Textron Inc	159	7,348.85	2,205.33
Time Warner Inc New	2,000	63,655.00	20,120.00
Total S.A. Sp Adr	180	17,025.00	9,954.00

L. Lie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Transatlantic Hldgs Inc	106	\$ 6,553.89	\$ 4,246.36
Transatlantic Hldgs Inc	15	868.80	600.90
Transocean Ltd Zug Akt	48	3,902.97	2,268.00
Transocean Ltd Zug Akt	4	356.44	189.00
Transocean Ltd Zug Akt	5	739.35	236.25
Transocean Ltd Zug Akt	9	948.71	425.25
Transocean Ltd Zug Akt	21	2,708.82	992.25
Transocean Ltd Zug Akt	10	1,335.11	472.50
Transocean Ltd Zug Akt	10	1,386.39	472.50
Transocean Ltd Zug Akt	5	716.77	236.25
Transocean Ltd Zug Akt	15	2,097.55	708.75
Transocean Ltd Zug Akt	16	2,224.19	756.00
Transocean Ltd Zug Akt	10	817.35	472.50
Transocean Ltd Zug Akt	3	233.01	141.75
Transocean Ltd Zug Akt	23	1,965.81	1,086.75
Tyco Electronics Ltd	80	2,844.43	1,296.80
Tyco Intl Ltd Bermuda	75	3,269.25	1,620.00
Unilever Plc New Adr	338	9,464.85	7,780.76
Union Pacific Corp	22	903.08	1,051.60
Union Pacific Corp	26	1,116.95	1,242.80
Union Pacific Corp	64	2,807.03	3,059.20
Union Pacific Corp	34	1,450.96	1,625.20
Union Pacific Corp	22	1,021.45	1,051.60
Union Pacific Corp	28	1,301.04	1,338.40
Union Pacific Corp	34	1,575.73	1,625.20
Union Pacific Corp	32	1,519.49	1,529.60
Union Pacific Corp	32	1,997.63	1,529.60
Union Pacific Corp	67	4,199.32	3,202.60
United Techs Corp Com	134	13,848.90	7,182.40
Unitedhealth Group Inc	115	5,863.63	3,059.00
Unitedhealth Group Inc	25	1,224.75	665.00
Unitedhealth Group Inc	35	814.10	931.00
Universal Technical Inst Inc	10	230.01	171.70
Universal Technical Inst Inc	19	439.90	326.23
Universal Technical Inst Inc	13	301.82	223.21
Universal Technical Inst Inc	48	1,115.68	824.16
Universal Technical Inst Inc	43	1,009.06	738.31
Universal Technical Inst Inc	102	2,109.20	1,751.34
Universal Technical Inst Inc	28	400.66	480.76
Universal Technical Inst Inc	89	1,247.57	1,528.13
Universal Technical Inst Inc	60	781.86	1,030.20

L. J. & Annie Oakley Foundation, Inc
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12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Universal Technical Inst Inc	73	\$ 940.66	\$ 1,253.41
Universal Technical Inst Inc	60	777.38	1,030.20
Universal Technical Inst Inc	1	12.29	17.17
Universal Technical Inst Inc	10	122.88	171.70
Universal Technical Inst Inc	100	1,201.03	1,717.00
US Bancorp (New)	9	259.17	225.09
US Bancorp (New)	10	297.72	250.10
US Bancorp (New)	43	1,319.51	1,075.43
US Bancorp (New)	44	1,343.15	1,100.44
US Bancorp (New)	44	1,353.83	1,100.44
US Bancorp (New)	17	541.84	425.17
US Bancorp (New)	15	479.43	375.15
US Bancorp (New)	68	2,022.50	1,700.68
US Bancorp (New)	28	844.09	700.28
US Bancorp (New)	48	1,494.76	1,200.48
US Bancorp (New)	20	656.79	500.20
US Bancorp (New)	32	1,046.39	800.32
US Bancorp (New)	2	55.40	50.02
US Bancorp (New)	27	718.35	675.27
Valero Energy Corp New	500	28,626.00	10,820.00
Valero Energy Corp New	300	17,181.60	6,492.00
Valero Energy Corp New	100	5,728.20	2,164.00
Valero Energy Corp New	500	23,845.75	10,820.00
Valero Energy Corp New	600	29,946.90	12,984.00
Varian Inc	57	2,337.58	1,910.07
Varian Inc	57	2,337.57	1,910.07
Varian Inc	71	1,992.39	2,379.21
Verizon Communicatns Com	400	11,870.92	13,560.00
Verizon Communicatns Com	300	8,942.17	10,170.00
Verizon Communicatns Com	700	20,871.78	23,730.00
Verizon Communicatns Com	200	8,547.44	6,780.00
Viasat Inc Com	9	218.43	216.72
Viasat Inc Com	14	339.78	337.12
Viasat Inc Com	15	364.05	361.20
Viasat Inc Com	1	24.27	24.08
Viasat Inc Com	10	242.70	240.80
Viasat Inc Com	14	339.78	337.12
Viasat Inc Com	17	412.59	409.36
Viasat Inc Com	1	24.27	24.08
Viasat Inc Com	10	242.70	240.80
Viasat Inc Com	7	169.89	168.56

L. J. Lie & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Viasat Inc Com	7	\$ 169.89	\$ 168.56
Viasat Inc Com	15	364.05	361.20
Viasat Inc Com	14	339.78	337.12
Viasat Inc Com	31	752.37	746.48
Viasat Inc Com	28	686.00	674.24
Viasat Inc Com	8	195.99	192.64
Viasat Inc Com	9	290.70	216.72
Viasat Inc Com	20	639.68	481.60
Viasat Inc Com	5	161.40	120.40
Viasat Inc Com	11	351.66	264.88
Viasat Inc Com	9	284.95	216.72
Viasat Inc Com	22	733.11	529.76
Viasat Inc Com	20	658.96	481.60
Visa Inc Cl A Shrs	39	2,995.25	2,045.55
Visa Inc Cl A Shrs	56	4,711.17	2,937.20
Visa Inc Cl A Shrs	16	1,268.19	839.20
Visa Inc Cl A Shrs	19	1,545.97	996.55
Visa Inc Cl A Shrs	20	1,512.80	1,049.00
Visa Inc Cl A Shrs	81	5,678.30	4,248.45
Visa Inc Cl A Shrs	23	1,322.29	1,206.35
Visa Inc Cl A Shrs	9	461.93	472.05
Vmware, Inc.	500	28,597.75	11,845.00
Vmware, Inc.	100	5,723.55	2,369.00
Vmware, Inc.	200	11,457.10	4,738.00
Vmware, Inc.	200	11,459.10	4,738.00
Vmware, Inc.	300	20,259.15	7,107.00
Vmware, Inc.	200	13,520.10	4,738.00
Vodafone Group Plc New	127	3,477.27	2,595.88
Vodafone Group Plc New	206	5,640.28	4,210.64
Vodafone Group Plc New	227	7,016.59	4,639.88
Vodafone Group Plc New	119	3,529.74	2,432.36
Vodafone Group Plc New	183	4,268.13	3,740.52
Vodafone Group Plc New	62	1,273.39	1,267.28
Vulcan Materials Co	55	3,003.00	3,826.90
Vulcan Materials Co	5	284.05	347.90
Wal-Mart Stores Inc	133	6,529.00	7,455.98
Wal-Mart Stores Inc	43	2,202.94	2,410.58
Wal-Mart Stores Inc	79	4,731.85	4,428.74
Wal-Mart Stores Inc	34	1,747.26	1,906.04
Wal-Mart Stores Inc	61	3,320.19	3,419.66
Wal-Mart Stores Inc	22	1,164.57	1,233.32

E. L. & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Wal-Mart Stores Inc	35	\$ 1,918.51	\$ 1,962.10
Wells Fargo & Co New Del	500	15,537.50	14,740.00
Wells Fargo & Co New Del	41	1,426.72	1,208.68
Wells Fargo & Co New Del	41	1,437.82	1,208.68
Wells Fargo & Co New Del	33	1,152.70	972.84
Wells Fargo & Co New Del	82	3,010.13	2,417.36
Wells Fargo & Co New Del	46	1,511.24	1,356.08
Wells Fargo & Co New Del	77	2,571.29	2,269.96
Wells Fargo & Co New Del	3	82.60	88.44
Wells Fargo & Co New Del	210	6,060.41	6,190.80
Wells Fargo & Co New Del	32	837.95	943.36
Wells Fargo & Co New Del	50	1,353.03	1,474.00
Western Refng Inc	400	4,919.60	3,104.00
Western Refng Inc	1,100	13,539.90	8,536.00
Western Refng Inc	100	1,231.90	776.00
Western Refng Inc	1,900	23,425.10	14,744.00
Western Refng Inc	400	4,935.60	3,104.00
Western Refng Inc	200	2,469.80	1,552.00
Western Refng Inc	1,200	17,042.40	9,312.00
Western Refng Inc	100	1,421.20	776.00
Western Refng Inc	700	9,969.40	5,432.00
Wyeth	130	6,188.55	4,876.30
Wyeth	125	6,293.31	4,688.75
Yahoo Inc	201	5,764.98	2,452.20
Yahoo Inc	400	11,472.60	4,880.00
Yahoo Inc	100	2,868.15	1,220.00
Yahoo Inc	400	11,472.60	4,880.00
Yahoo Inc	300	8,604.45	3,660.00
Yahoo Inc	400	11,472.60	4,880.00
Yahoo Inc	99	2,839.47	1,207.80
Yahoo Inc	100	2,868.15	1,220.00
Yahoo Inc	1,100	26,537.50	13,420.00
Yahoo Inc	100	2,412.50	1,220.00
Yahoo Inc	800	19,300.00	9,760.00
Yum Brands Inc	54	1,273.86	1,701.00
Yum Brands Inc	62	1,462.58	1,953.00
Yum Brands Inc	46	1,104.06	1,449.00
Yum Brands Inc	50	1,205.18	1,575.00
Yum Brands Inc	40	1,005.99	1,260.00
Yum Brands Inc	42	1,085.79	1,323.00
Yum Brands Inc	112	2,960.34	3,528.00

L. L. & Annie Oakley Foundation, Inc
Form 990PF, Part II - Investments - continued
12/31/2008
EIN: 23-7008034

<u>Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Common & Preferred Stocks - continued:</u>			
Yum Brands Inc	48	\$ 1,271.31	\$ 1,512.00
Zurich Finl Svcs Spn Adr	215	6,252.74	4,697.75
Zurich Finl Svcs Spn Adr	124	3,844.29	2,709.40
Zurich Finl Svcs Spn Adr	188	5,356.36	4,107.80
		<u>\$ 5,811,268.48</u>	<u>\$ 3,480,420.93</u>

NP-20

State Form 51062

(R2 / 3-09)

Indiana Department of Revenue
Indiana Nonprofit Organization's Annual Report
For the Calendar Year or Fiscal Year

Check if: ☐ Change of Address
☐ Amended Report
☐ Final Report: Indicate
Date Closed _____

Beginning 01/01/2008 **and Ending** 12/31/2008
MM/DD/YYYY MM/DD/YYYY

Due on the 15th day of the 5th month following the end of the tax year.

NO FEE REQUIRED.

Name of Organization Oakley Foundation			Telephone Number 812-232-4437
Address 18 South 16th Street		County Vigo	Indiana Taxpayer Identification Number 00061318959 000
City Terre Haute	State IN	Zip Code 47807	Federal Identification Number 237008034
Printed Name of Person to Contact Julie Heck			Contact's Telephone Number 812-232-4437

If you are filing a federal return, attach a completed copy of Form 990, 990EZ, or 990PF.

Note: If your organization has unrelated business income of more than \$1,000 as defined under **Section 513** of the Internal Revenue Code, **you must also file Form IT-20NP.**

Current Information

1. Have any changes not previously reported to the Department been made in your governing instruments, (e.g.) articles of incorporation, bylaws, or other instruments of similar importance? If yes, attach a detailed description of changes.
2. Indicate number of years your organization has been in continuous existence. 54
3. Attach a schedule, listing the names, titles and addresses of your current officers.
4. Briefly describe the purpose of mission of your organization below.

To distribute income of Foundation to various charitable, religious, educational,
and scientific organizations as determined by the Board of Directors

n/a

Email Address:

I declare under the penalties of perjury that I have examined this return, including all attachments, and to the best of my knowledge and belief, it is true, complete, and correct.

Signature of Officer or Trustee
Julie Heck

Title
812-232-4437

Date

Name of Person(s) to Contact

Daytime Telephone Number

Important: Please submit this completed form and/or extension to:
Indiana Department of Revenue, Tax Administration
P.O. Box 7147
Indianapolis, IN 46207-7147
Telephone: (317) 232-2045

Extensions of Time to File

The Department recognizes the Internal Revenue Service application for automatic extension of time to file, Form 8868. **Please forward a copy of your federal extension, identified with your Nonprofit Taxpayer Identification Number (TID), to the Indiana Department of Revenue, Tax Administration by the original due date to prevent cancellation of your sales tax exemption.** Always indicate your Indiana Taxpayer Identification number on your request for an extension of time to file.

Reports post marked within thirty (30) days after the federal extension due date, as requested on Federal Form 8868, will be considered as timely filed. A copy of the federal extension must also be attached to the Indiana report. In the event that a federal extension is not needed, a taxpayer may request in writing an Indiana extension of time to file from the: Indiana Department of Revenue, Tax Administration, P.O. Box 7147, Indianapolis, IN 46207-7147, (317) 232-4015.

If Form NP-20 or extension is not timely filed, the taxpayer will be notified by the Department pursuant to I.C. 6-2.5-5-21(d), to file Form NP-20. If within sixty (60) days after receiving such notice the taxpayer does not file Form NP-20, the taxpayer's exemption from sales tax will be canceled.