

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

OMB No. 1545-0052

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning , 2010, and ending ,

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeHollie & Anna Oakley Foundation, Inc.
18 South 16th Street
Terre Haute, IN 47807

A Employer identification number

23-7008034

B Telephone number (see the instructions)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

▶ \$ 10,455,942.

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

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St. 2

b Accounting fees (attach sch.) See St. 3

c Other prof fees (attach sch.) See St. 4

17 Interest

18 Taxes (attach schedule) See Instr. 5

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 6

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Part. XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

ADMINISTRATIVE AND OPERATING EXPENSES

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		7,488.	14,307.	14,307.
	2	Savings and temporary cash investments		181,697.	530,111.	530,111.
	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)				
	b	Investments — corporate stock (attach schedule)	5,222,421.	5,322,280.	5,457,499.	
	c	Investments — corporate bonds (attach schedule)	2,732,980.	2,617,794.	2,594,664.	
	LIABILITIES	11	Investments — land, buildings, and equipment: basis	3,600.		
		Less: accumulated depreciation (attach schedule)	1,600.	2,000.	2,000.	2,000.
12		Investments — mortgage loans				
13		Investments — other (attach schedule)	2,024,814.	1,782,130.	1,741,745.	
14		Land, buildings, and equipment: basis	196,863.			
		Less: accumulated depreciation (attach schedule)	81,247.	120,361.	115,616.	115,616.
15		Other assets (describe				
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	10,291,761.	10,384,238.	10,455,942.	
17		Accounts payable and accrued expenses				
18		Grants payable				
NET ASSETS OR FUND BALANCES	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.		
		Foundations that follow SFAS 117, check here				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here				
27	Capital stock, trust principal, or current funds	12,189,916.	12,504,248.			
28	Paid-in or capital surplus, or land, building, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds	-1,898,155.	-2,120,010.			
30	Total net assets or fund balances (see the instructions)	10,291,761.	10,384,238.			
31	Total liabilities and net assets/fund balances (see the instructions)	10,291,761.	10,384,238.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,291,761.
2	Enter amount from Part I, line 27a.	2	92,477.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	10,384,238.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	10,384,238.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
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 3,648,687.		3,334,356.	314,331.
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			314,331.
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	314,331.
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))
2009	464,151.	8,046,908.	0.057681
2008	450,386.	9,118,566.	0.049392
2007	650,654.	11,091,289.	0.058664
2006	481,790.	10,617,468.	0.045377
2005	524,691.	10,394,914.	0.050476
2 Total of line 1, column (d).....		2	0.261590
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	0.052318
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.....		4	9,402,424.
5 Multiply line 4 by line 3.....		5	491,916.
6 Enter 1% of net investment income (1% of Part I, line 27b).....		6	5,792.
7 Add lines 5 and 6.....		7	497,708.
8 Enter qualifying distributions from Part XII, line 4.....		8	424,993.

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 or determination letter: _____ (attach copy of letter if necessary — see instr.)		1	11,583.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☐ and enter 1% of Part I, line 27b.			
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	11,583.
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	11,583.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010.	6a	2,960.	
b Exempt foreign organizations — tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	2,300.	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	5,260.	
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	6,323.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax. Refunded.	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		X
If 'Yes,' attach a detailed description of the activities.		
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?		X
If 'Yes,' attach the statement required by General Instruction T.		
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 XIV.	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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? ... Website address: N/A	13	X	
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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	1b	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 2010?	1c	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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.)	2b	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 2010 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 2010.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2010?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No N/A
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If 'Yes' to 6b, file Form 8870.

6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 9		121,292.	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.

BAA

Form 990-PF (2010)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1 a	9,130,154.
b Average of monthly cash balances	1 b	415,454.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	9,545,608.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	9,545,608.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	143,184.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,402,424.
6 Minimum investment return. Enter 5% of line 5	6	470,121.

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	470,121.
2a Tax on investment income for 2010 from Part VI, line 5	2 a	11,583.
b Income tax for 2010. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	11,583.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	458,538.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	458,538.
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	458,538.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	424,993.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	424,993.
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	424,993.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7.....				458,538.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only.....			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005.....				
b From 2006.....				
c From 2007.....	104,361.			
d From 2008.....	2,579.			
e From 2009.....	67,660.			
f Total of lines 3a through e.....	174,600.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 424,993.				
a Applied to 2009, 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 2010 distributable amount.....				424,993.
e Remaining amount distributed out of corpus.....	0.			
5 Excess distributions carryover applied to 2010..... (If an amount appears in column (d), the same amount must be shown in column (a).)	33,545.			33,545.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.....	141,055.			
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 2009. Subtract line 4a from line 2a. Taxable amount — see instructions.....			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.....				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 2005 not applied on line 5 or line 7 (see instructions)...	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.....	141,055.			
10 Analysis of line 9:				
a Excess from 2006.....				
b Excess from 2007.....	70,816.			
c Excess from 2008.....	2,579.			
d Excess from 2009.....	67,660.			
e Excess from 2010.....				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007		
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 10

- 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	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
Name and address (home or business)				
<i>a Paid during the year</i> See Statement 11				
Total			3a	339,000.
<i>b Approved for future payment</i>				
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	301,686.	
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					314,331.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	Oil royalties					829.
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				301,686.	315,160.
13	Total. Add line 12, columns (b), (d), and (e)				13	616,846.

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

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

[illegible]

Hollie & Anna Oakley Foundation, Inc.

23-7008034

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.....	\$ 829.		
Total	\$ 829.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees.....	\$ 194.			
Total	\$ 194.	\$ 0.	\$ 0.	\$ 0.

Statement 3
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.....	\$ 6,375.			
Total	\$ 6,375.	\$ 0.	\$ 0.	\$ 0.

Statement 4
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.....	\$ 34,898.	\$ 34,898.		
Total	\$ 34,898.	\$ 34,898.	\$ 0.	\$ 0.

Hollie & Anna Oakley Foundation, Inc.

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Statement 5
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.....	\$ 6,428.			\$ 4,285.
Foreign Tax on Investments.....	1,960.	\$ 1,960.		
Income tax.....	-2,273.			
Medicare Tax.....	1,504.			1,003.
Property Taxes.....	5.			
State Withholding.....	-156.			-156.
Total	\$ 7,468.	\$ 1,960.	\$ 0.	\$ 5,132.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Conferences & Meetings.....	\$ 130.			
Office expense.....	2,134.			
Supplies.....	264.			
Utilities.....	1,414.			
Total	\$ 3,942.	\$ 0.	\$ 0.	\$ 0.

Statement 7
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	\$ 3,600.	\$ 1,600.	\$ 2,000.	\$ 2,000.

Statement 8
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	\$ 29,565.	\$ 26,522.	\$ 3,043.	\$ 3,043.
Buildings	28,500.	12,530.	15,970.	15,970.
Improvements	138,798.	42,195.	96,603.	96,603.
Total	\$ 196,863.	\$ 81,247.	\$ 115,616.	\$ 115,616.

Hollie & Anna Oakley Foundation, Inc.

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Statement 9
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.
Jeffrey J. Perry 8 South 16th Street Terre Haute, IN 47807	Asst V-Presiden 20.00	19,111.	0.	0.
Travis Norris 8 South 16th Street Terre Haute, IN 47808	Director 1.00	800.	0.	0.
Jennifer Norris 8 South 16th Street Terre Haute, IN 47808	Director 1.00	2,400.	0.	0.
Total		\$ 121,292.	\$ 0.	\$ 0.

Statement 10
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.

Hollie & Anna Oakley Foundation, Inc.

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Statement 11
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.
TREES, Inc. P.O. Box 3683 Terre Haute, IN 47803	None		Unrestricted Contribution	1,000.
Streator Twnshp High Scho 600 N. Jefferson Street Streator, IL 61364,	None		Scholarship	5,000.
Indiana State Univ. Foundation Rankin Hall 200 Terre Haute, IN 47809,	None		Scholarships	20,000.
Delta Gamma Foundation 3250 Riverside Drive Columbus, OH 43221,	None		Unrestricted Contribution	500.
Boy Scouts of America 501 S. 25th Street Terre Haute, IN 47807,	None		Unrestricted Contribution	500.
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.
United Cerebral Palsy 621 Poplar Terre Haute, IN 47807,	None		Unrestricted Contribution	1,000.
Swope Art Museum 25 South 7th Street Terre Haute, IN 47807,	None		Youth Art Program	10,000.
Lamba Chi Alpha 8741 Founders Road Indianapolis, IN 46268-1389,	None		Unrestricted contribution	500.
Children's Museum of Terre Haute 523 Wabash Ave Terre Haute, IN 47807	None		New Building	155,000.

Hollie & Anna Oakley Foundation, Inc.

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Statement 11 (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>
Prostate Cancer 1250 Fourth Street, Suite 360 Santa Monica, CA 90401	None		Unrestricted contribution	\$ 500.
WMFE 11510 East Colonial Dr. Orlando, FL 32817	None		Unrestricted Contribution	1,000.
Union Hospital Foundation 1606 N 7th St Terre Haute, IN 47804	None		Capital Campaign	50,000.
St. Ann Clinic 1436 Locust Street Terre Haute, IN 47807	None		Dental Services	5,000.
Indiana University P.O. Box 500 Bloomington, IN 47402	None		Underwrite: Our Town Terre Haute	3,000.
University of Central Florida 12424 Research Pkwy Orlando, FL 32826	None		Endowed Scholarship	15,000.
Terre Haute North Little League P.O. Box 5143 Terre Haute, IN 47805	None		Unrestricted Contribution	5,000.
City of Terre Haute 1211 Wabash Avenue Terre Haute, IN 47807	None		Bullet Proof Vests	41,000.
Total				\$ <u>339,000.</u>

Hollie and Annie Oakley Foundation, Inc.

Form 990PF, Part II Investments

12/31/2010

EIN #23-7008034

<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
Cash & Equivalents			
FFI INSTITUTIONAL FUND	1,449	\$ 1,449	\$ 1,449
Cash		1,590	1,590
ML BANK DEPOSIT PROGRAM		527,072	527,072
Total Cash & Equivalents		<u><u>\$ 530,111</u></u>	<u><u>\$ 530,111</u></u>
Stocks & Related			
AVAV	215	\$ 5,680	\$ 5,768
AEROVIRONMENT INC			
ALGT	144	2,911	7,091
ALLEGiant TRAVEL CO			
AMZN	105	13,044	18,900
AMAZON COM INC COM			
AXP	2,500	102,904	107,300
AMER EXPRESS COMPANY			
AMMD	814	12,511	15,352
AMERICAN MED SYS HLDGS			
AMT	115	4,467	5,939
AMERICAN TOWER CORP CL A			
AMGN	177	9,236	9,717
AMGEN INC COM PV \$0.0001			
APC	170	7,484	12,947
ANADARKO PETE CORP			
ANPI	6,428	40,672	2,057
ANGIOTECH PHARMACEUTICALS			
AAUKY	3,000	54,770	78,330
ANGLO AMERN PLC ADR			
BUD	253	11,028	14,444
ANHEUSER-BUSCH INBEV ADR			
APA	600	50,331	71,538
APACHE CORP			
AAPL	295	66,729	95,155
APPLE INC			
ARTG	1,211	2,079	7,242
ART TECHNOLOGY GROUP INC			
ASAZY	529	4,735	7,512

Hollie and Annie Oakley Foundation, Inc.

Form 990PF, Part II Investments

12/31/2010

EIN #23-7008034

<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
ASSA ABLOY AB ADR			
AGO	271	4,595	4,797
ASSURED GUARANTY LTD			
ATHN	223	5,909	9,139
ATHENAHEALTH INC			
BIDU	128	6,430	12,356
BAIDU INC SPON ADR			
BLL	99	5,086	6,737
BALL CORP COM			
BDORY	543	8,893	10,589
BANCO DO BRASIL SA-SPON			
BAC	6,000	124,093	80,040
BANK OF AMERICA CORP			
BBG	131	4,619	5,388
BARRETT BILL CORP			
BRGY	50	5,626	5,100
BG GROUP PLC SPON ADR			
BHP	121	6,742	11,243
BHP BILLITON LTD ADR			
BBL	213	11,045	17,147
BHP BILLITON PLC SP ADR			
BGFV	916	6,041	13,987
BIG 5 SPORTING GOODS COR			
BA	1,500	117,755	97,890
BOEING COMPANY			
EPAY	1,472	16,802	31,957
BOTTOMLINE TECH DEL INC			
BP	1,500	69,532	66,255
BP PLC SPON ADR			
BTI	110	6,547	8,547
BRITISH AMN TOBACO SPADR			
BRCM	233	8,748	10,147
BROADCOM CORP CALIF CL A			
CPKI	915	11,221	15,811
CALIFORNIA PIZZA KITCHEN			
CAJ	120	6,356	6,161
CANON INC ADR REP5SH			

Hollie and Annie Oakley Foundation, Inc.

Form 990PF, Part II Investments

12/31/2010

EIN #23-7008034

<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
CWST	4,151	26,632	29,431
CASELLA WASTE SYS INC A			
CAT	1,500	97,003	140,490
CATERPILLAR INC DEL			
CX	9,000	98,072	96,390
CEMEX SAB DE CV SPND ADR			
JRJC	4,500	105,792	29,385
CHINA FIN ONLINE SP ADR ADR			
CPSL	30,000	144,356	51,000
CHINA PRECISION STL INC			
CIOXY	657	6,136	5,617
CIELO SA- ADR			
CSCO	4,338	117,108	87,758
CISCO SYSTEMS INC COM			
C	15,000	107,989	70,950
CITIGROUP INC			
CLC	196	9,787	8,406
CLARCOR INC			
CLF	2,000	111,442	156,020
CLIFFS NATURAL RESOURCESINC			
KO	1,594	88,257	104,837
COCA COLA COM			
CCOI	1,559	13,238	22,044
COGENT COMMUNICATIONS GROUP INC			
COHR	541	11,225	24,421
COHERENT INC CAL			
CMCSK	477	9,245	9,926
COMCAST CRP NEW CL A SPL			
CPSI	352	7,865	16,488
COMPUTER PROGRAMS & SYS			
CRK	316	8,573	7,761
COMSTOCK RES INC NEW COM			
COP	329	18,476	22,405
CONOCOPHILLIPS			
CPWM	2,472	25,335	23,978
COST PLUS INC CALIF.			
CMI	66	5,356	7,261

Hollie and Annie Oakley Foundation, Inc.

Form 990PF, Part II Investments

12/31/2010

EIN #23-7008034

<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
CUMMINS INC COM			
DITFY	91	5,621	6,234
DAITO TR CONSTRUCTION COLTD SHS			
DHR	165	6,886	7,783
DANAHER CORP DEL COM			
DANOY	684	7,966	8,653
DANONE-SPONS ADR			
DE	1,200	74,283	99,660
DEERE CO			
DGII	247	3,404	2,742
DIGI INTL INC			
DOW	587	16,490	20,040
DOW CHEMICAL CO			
EMC	388	5,736	8,885
E M C CORPORATION MASS			
ETN	46	3,639	4,669
EATON CORP			
ESIO	1,031	15,797	16,527
ELECTRO SCIENTFC IND INC			
EMR	159	6,264	9,090
EMERSON ELEC CO			
EOG	87	8,701	7,953
EOG RESOURCES INC			
XOM	500	44,586	36,560
EXXON MOBIL CORP COM			
FEIC	368	7,458	9,719
F E I COMPANY			
FANUY	240	3,266	6,154
FANUC LTD-UNSP			
FARO	657	13,378	21,576
FARO TECHNOLOGIES INC			
FDX	53	4,920	4,930
FEDEX CORP DELAWARE COM			
FLIR	215	2,619	6,396
FLIR SYSTEMS INC			
FMC	117	2,826	9,347
FMC CORP COM NEW			

Hollie and Annie Oakley Foundation, Inc.

Form 990PF, Part II Investments

12/31/2010

EIN #23-7008034

<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
FRPT	1,434	4,208	7,901
FORCE PROTECTION COM NEW			
F	3,310	47,361	55,575
FORD MOTOR CO NEW			
FCX	49	5,151	5,884
FREEPRT-MCMRAN CPR & GLD			
FTO	5,000	106,981	90,050
FRONTIER OIL CORP			
FFIV	16	2,166	2,083
F5 NETWORKS INC COM			
GAIA	506	4,147	3,896
GAIAM INC CL A			
GPS	136	2,913	3,011
GAP INC DELAWARE			
GD	159	8,565	11,283
GENL DYNAMICS CORP COM			
GSK	273	10,561	10,707
GLAXOSMITHKLINE PLC ADR			
GS	73	11,002	12,276
GOLDMAN SACHS GROUP INC			
GOOG	309	134,322	183,537
GOOGLE INC CL A			
GB	827	16,649	19,972
GREATBATCH INC			
TV	307	5,681	7,961
GRUPO TELEVISA SA ADR			
HAL	290	9,043	11,841
HALLIBURTON COMPANY			
HON	2,645	109,318	140,608
HONEYWELL INTL INC DEL			
HWCC	478	6,034	6,424
HOUSTON WIRE AND CABLE CO			
HBC	169	9,506	8,626
HSBC HLDG PLC SP ADR			
ITW	116	5,862	6,194
ILLINOIS TOOL WORKS INC			
IPXL	659	8,051	13,252

Hollie and Annie Oakley Foundation, Inc.

Form 990PF, Part II Investments

12/31/2010

EIN #23-7008034

<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
IMPAX LABS INC			
INTC	667	15,848	14,027
INTEL CORP			
IN	365	5,033	4,621
INTERMEC INC			
IBM	105	8,456	15,410
INTL BUSINESS MACHINES CORP IBM			
FXI	1,500	80,222	64,635
ISHARES FTSE HK CHINA 25 INDEX FUND			
EWZ	1,000	81,586	77,400
ISHARES MSCI BRAZIL FREEINDEX FUND			
EEM	2,000	82,424	95,284
ISHARES MSCI EMERGING MKTS INDEX FD			
EWH	4,300	94,547	81,356
ISHARES MSCI HONG KONG INDEX FUND			
EWJ	6,500	91,587	70,915
ISHARES MSCI JAPAN INDEXFUND			
EWM	7,500	90,551	107,850
ISHARES MSCI MALAYSIA FREE INDEX FUND			
ILF	2,000	104,115	107,720
ISHARES S&P LATIN AMERIC40 INDEX FUND			
ITRN	612	7,238	10,704
ITURAN LOCATION AND CONTROL LTD			
XXIA	877	7,965	14,716
IXIA COM			
KCAP	843	7,288	5,876
KOHLBERG CAP CORP			
EL	72	4,456	5,810
LAUDER ESTEE COS INC A			
XPRT	2,412	22,206	3,329
LECG CORP			
LIFE	62	1,755	3,441
LIFE TECHNOLOGIES CORP			
LIOX	5,098	23,222	18,812
LIONBRIDGE TECHNOLOGIES			
LYG	1,872	10,456	7,694
LLOYDS BANKING GROUP PLCADR			

Hollie and Annie Oakley Foundation, Inc.

Form 990PF, Part II Investments

12/31/2010

EIN #23-7008034

<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
LOW	115	2,920	2,884
LOWE'S COMPANIES INC			
LUKOY	98	5,103	5,527
LUKOIL SPONSORED ADR			
LVMUY	147	2,557	4,873
LVMH MOET HENNESSY ADR			
MA	24	4,508	5,379
MASTERCARD INC			
MAT	280	5,736	7,120
MATTEL INC COM			
MCD	212	11,514	16,273
MCDONALDS CORP COM			
MJN	50	2,914	3,113
MEAD JOHNSON NUTRTION CO			
MRK	256	8,801	9,226
MERCK AND CO INC SHS			
MEI	490	5,585	6,355
METHODE ELECTRNCS INC			
MTD	97	4,977	14,667
METTLER-TOLEDO INTL INC			
MSCC	343	6,375	7,855
MICROSEMI CORP			
MSFT	4,310	114,603	120,292
MICROSOFT CORP			
MTX	91	6,072	5,952
MINERALS TECHNOLOGIES			
MITEY	61	9,424	11,195
MITSUBISHI ESTATE ADR			
MBT	175	3,688	3,652
MOBILE TELESYS OJSC ADR			
MON	239	11,795	16,644
MONSANTO CO NEW DEL COM			
NATI	106	2,542	3,990
NATL INSTRUMENTS CORP			
NKE	175	10,276	14,949
NIKE INC CL B			
JWN	121	4,491	5,128

Hollie and Annie Oakley Foundation, Inc.

Form 990PF, Part II Investments

12/31/2010

EIN #23-7008034

<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
NORDSTROM INC			
NVO	43	1,994	4,841
NOVO NORDISK A S ADR			
NVDA	3,000	53,119	46,200
NVIDIA			
ORI	1,136	12,944	15,484
OLD REPUB INTL CORP			
ORCL	802	18,364	25,103
ORACLE CORP \$0.01 DEL			
PACR	1,719	10,547	11,758
PACER INTL INC TENN			
PRX	164	4,787	6,316
PAR PHARMACEUTICAL COS INC			
PGH	5,000	93,450	64,300
PENGROWTH ENERGY TR			
PEP	123	7,753	8,036
PEPSICO INC			
PBR	1,500	61,838	56,760
PETRLEO BRAS VTG SPD ADR			
PFE	908	15,191	15,899
PFIZER INC			
PPDI	328	9,811	8,902
PHARM PROD DEV INC			
PNC	175	10,966	10,626
PNC FINCL SERVICES GROUP			
PLCM	138	3,024	5,379
POLYCOM INC COM			
POWI	261	4,628	10,482
POWER INTEGRATIONS INC			
PIN	3,000	74,534	76,260
POWERSHARES INDIA ETF TR			
PHO	4,000	82,137	75,960
POWERSHARES WATER RESOURCES PORTFOLIO			
PUW	3,000	87,586	84,390
POWERSHARES WILDERHILL PROGRESSIVE ENERGY PORT			
PPG	119	7,163	10,004
PPG INDUSTRIES INC SHS			

Hollie and Annie Oakley Foundation, Inc.

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<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
PX	135	10,441	12,888
PRAXAIR INC			
PCP	46	6,029	6,404
PRECISION CASTPARTS			
PCLN	25	6,076	9,989
PRICELINE COM INC			
PG	1,500	100,255	96,495
PROCTER & GAMBLE CO			
PUK	522	7,057	10,889
PRUDENTIAL PLC ADR			
PSSI	327	5,531	7,390
PSS WORLD MEDICAL INC			
XING	20,000	101,922	56,600
QIAO XING UNIVERSAL TEL			
QSFT	699	10,142	19,390
QUEST SOFTWARE INC COM			
REDF	10,000	49,990	52,900
REDIFF.COM INDIA SPD ADR			
RNOW	801	8,668	18,960
RIGHTNOW TECH INC			
CRM	61	7,306	8,052
SALESFORCE COM INC			
SAXPY	303	3,735	4,045
SAMPO PLC SHS			
SNY	265	8,428	8,541
SANOFI AVENTIS SPON ADR			
SAP	183	8,831	9,262
SAP AG SHS			
SCSC	180	5,146	5,742
SCANSOURCE INC			
SLB	884	85,743	73,814
SCHLUMBERGER LTD			
SMTC	420	4,893	9,509
SEMTECH CORPORATION			
SHOR	1,116	5,733	8,716
SHORETEL INC			
SHFL	3,651	22,503	41,804

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<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
SHUFFLE MASTER INC			
SGAPY	263	5,566	6,246
SINGAPORE TELECOMM LT AD			
SIRI	25,000	99,565	40,753
SIRIUS XM RADIO INC			
SOHU	2,000	100,570	126,980
SOHU COM INC COM			
SNIC	473	4,624	7,095
SONIC SOLUTIONS			
SBGOY	134	3,987	4,431
STANDARD BANK GROUP-UNSP			
SBUX	65	2,116	2,088
STARBUCKS CORP			
HOT	73	1,556	4,437
STARWOOD HOTELS AND RESORTS WORLDWIDE NE			
SMFG	1,622	15,149	11,532
SUMITOMO MITSUI-UNSPONS ADR			
STKL	7,533	29,107	58,908
SUNOPTA INC			
SPN	112	2,475	3,919
SUPERIOR ENERGY SVCS INC			
SXCI	430	3,160	18,430
SXC HEALTH SOLUTIONS CORP			
TSM	860	8,484	10,784
TAIWAN S MANUFCTRING ADR			
TKPPY	71	5,765	6,582
TECHNIP SP ADR			
TLK	256	8,958	9,125
TELEKOMUNIKASI INDONESIA SP ADR			
TLSYY	290	3,988	4,162
TELSTRA CORP ADR			
TIF	126	5,410	7,846
TIFFANY & CO NEW			
TJX	187	8,575	8,301
TJX COS INC NEW			
TUWOY	603	5,982	5,940
TULLOW OIL PLC SHS			

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<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
TKGBY	481	2,310	2,477
TURKIYE GRTI BK SPN ADR			
UBS	593	10,358	9,767
UBS AG REG			
UL	182	5,096	5,620
UNILEVER PLC NEW ADR			
UNP	201	10,965	18,625
UNION PACIFIC CORP			
UPS	124	6,793	9,000
UNITED PARCEL SVC CL B			
UTX	178	16,721	14,012
UNITED TECHS CORP COM			
UTI	664	8,397	14,621
UNIVERSAL TECHNICAL INSTINC			
USB	537	12,624	14,483
US BANCORP (NEW)			
VALE	4,400	112,848	152,108
VALE SA			
VLEEY	152	2,758	4,324
VALEO SPONSORED ADR			
VLO	2,000	105,328	46,240
VALERO ENERGY CORP NEW			
VR	131	3,198	4,010
VALIDUS HOLDINGS LTD			
VSAT	297	8,007	13,190
VIASAT INC COM			
WMT	246	12,459	13,267
WAL-MART STORES INC			
WFC	802	22,170	24,854
WELLS FARGO & CO NEW DEL			
WNR	9,000	91,264	95,220
WESTERN REFNG INC			
MRWSY	233	5,483	4,837
WM MORRISON SUPERMARKETSPLC SHS			
WYNN	30	2,582	3,115
WYNN RESORTS LTD			
XSRAY	2,403	8,526	11,150

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<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
XSTRATA PLC-ADR			
YAHOOY	40	4,908	5,122
YAHOO JAPAN CORP SHS			
YUM	122	5,478	5,984
YUM BRANDS INC			
Total Stocks and Related		\$ 5,322,280	\$ 5,457,499

Mutual Funds

HYV	20,437	\$ 300,536	\$ 235,843
BLACKROCK CORP HY FUND V			
XFIVX	100	102,564	116,573
BLACKROCK FIXED INCOME OPPORTUNITIES TRUST			
FESGX	4,466	201,547	203,926
FIRST EAGLE GLOBAL CLASS C			
NEFZX	6,491	100,542	96,002
LOOMIS SAYLES STRATEGIC INCOME FUND CLASS A			
OIBAX	14,441	101,412	94,734
OPPENHEIMER INTERNATL BOND FD CL A			
HIGH030	28,511	301,656	301,650
ADVISORS DISCIPLINED 582 HIGH 50 DIVID STRATEPORT SER 30 CASH			
Total Mutual Funds		\$ 1,108,257	\$ 1,048,728

Corporate Bonds & Preferred Stocks

AXP13	100,000	\$ 99,475	\$ 108,754
AMERICAN EXPRESS SER MTN 05.875% MAY 02 2013			
ZZZZ16	100,000	100,109	108,317
ANHEUSER-BUSCH COS INC COMPANY GUARNT 05.050% OCT 15 2016			
06048WCP3	100,000	100,000	93,500
BANK OF AMERICA CORP SER MTN STEP% JUN 30 2025			
T11	75,000	73,888	78,186
BELLSOUTH CORPORATION GLB 06.000% OCT 15 2011			
CLCH14	50,000	49,774	41,500
CLEAR CHANNEL COMMUNICAT- 05.500% SEP 15 2014			
26054LEM1	100,000	100,000	100,196
DOW CHEMICAL COMPANY SER NOTZ 05.900% AUG 15 2013			
EOP 14	100,000	98,185	96,401

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<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
EOP OPERATING LP COMPANY GUARNT GLB 04.750% MAR 15 2014			
GS13A	50,000	48,002	53,264
GOLDMAN SACHS GROUP INC GLB 04.750% JUL 15 2013			
HR14	50,000	49,539	52,354
HEALTHCARE REALTY TRUST - 05.125% APR 01 2014			
HTZ12	50,000	49,275	51,250
HERTZ CORP GLB 07.625% JUN 01 2012			
HMN16	50,000	49,869	53,230
HORACE MANN EDUCATORS - 06.850% APR 15 2016			
40429XVD5	100,000	100,000	105,311
HSBC FINANCE CORP SER NOTZ 05.750% JUL 15 2013			
JPM15	50,000	49,324	53,326
JP MORGAN CHASE & CO SUBORDINATED GLB 05.250% MAY 01 2015			
T 13	100,000	100,183	103,000
LIBERTY MEDIA - 05.700% MAY 15 2013			
MMC14	50,000	50,057	53,190
MARSH & MCLENNAN COS INC GLB 05.375% JUL 15 2014			
BAC 13A	100,000	97,744	107,301
MERRILL LYNCH & CO NOTES SER MTN GLB 06.150% APR 25 2013			
MS13A	100,000	99,757	106,562
MORGAN STANLEY GLB 05.300% MAR 01 2013			
26054LCJ0	100,000	100,000	104,111
NM DOW CAPITAL BV BESER NOTZ 05.450% FEB 15 2013			
3704A0DB5	125,000	125,000	122,411
NM GENL MOTORS ACCEPT COSER SMN1 06.000% NOV 15 2013			
3704A0HR6	200,000	200,000	185,076
NM GENL MOTORS ACCEPT COSER SMN STEP% MAR 15 2016			
44181EEL8	100,000	100,000	103,984
NM HOUSEHOLD FIN CORP BESER NOTZ 07.100% DEC 15 2011			
44181EZZ4	50,000	50,000	50,561
NM HSBC FINANCE CORP SER NOTZ VAR% DEC 10 2013			
WHR15	50,000	46,222	51,717
NM MAYTAG CORP BESER MTNE 05.000% MAY 15 2015			
78490FKH1	50,000	50,000	38,554
NM SLM CORP SER BED STEP% MAR 15 2024			
RAI12	100,000	100,629	106,934
REYNOLDS AMERICAN INC COMP GUARNT SER * GLB 07.250% JUN 01 2012			

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<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
812404BG5	100,000	94,261	100,500
SEARS ROEBUCK ACCEPTANCECOMPANY GUARNT GLB 07.000% FEB 01 2011			
TE12	50,000	50,190	54,395
TAMPA ELECTRIC - 06.375% AUG 15 2012			
TE11	36,000	36,015	36,648
TECO ENERGY - 07.200% MAY 01 2011			
892335AH3	50,000	50,061	51,375
TOYS R US GLB 07.625% AUG 01 2011			
TYC11A	50,000	48,500	50,347
TYCO INTERNATIONAL COMPANY GUARNT 06.750% FEB 15 2011			
AIGPRA	900	51,081	7,911
AMER INTL GROUP INC. EQUITY UNITS CONV PFD SHARES			
FPRS	1,150	49,444	59,702
FORD MTR CO CAP TR II CONV CUMULATIVE 06.500% PFD STK			
CCS	2,000	50,000	50,900
COMCAST CORPORATION NOTES 6.625% MAY 15, 2056			
GEG	2,000	50,312	51,219
GENERAL ELECTRIC CAP CORSENIOR NOTES SER A 06.05% FEB 06 2047			
LHHMQ	2,000	48,653	40
LEHMAN BROS HLDG CP TR VTRUST PFD SECS 06.000% APR 22 2053			
WFCPRJ	97	2,245	2,637
WELLS FARGO & CO NEW SER J 08.000% PERPETUAL			

Total Corporate Bonds and Preferred Stocks	\$	2,617,794	\$	2,594,664
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Alternative Investments**Managed Futures & Structured Products**

	72	\$	199,782	\$	186,888
CAMPBELL STRATEGIC ALLOCATION FUND LP					
	73		218		189
1MTH CAMPBELL STRATEGIC ALLOCATION FUND LP					
MLGGV	5,000		50,000		55,400
BAC CLIRN SLVRLN SV=2373.00 SILVER SPOT DUE NOVEMBER 1, 2012					
MLDCP	5,000		50,095		49,711
BAC CURR LINK STEP UP BRL EURO EXCH RATE SV=100 DUE OCT 29, 2012					
SDA	10,000		103,158		99,500
BAC MITTS INDU SV=10,836.15 DJIA DUE MARCH 27, 2015					
MLBET	9,000		100,447		86,850

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<u>Investment</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
ML&CO. MITTS ROGRER SV=3809.96 ROGR EXC RET DUE OCTOBER 04, 2013			
Total Managed Futures & Structured Products		\$ 503,700	\$ 478,538
Limited Partnerships			
BPL	1,800	\$ 78,881	\$ 120,294
BUCKEYE PARTNERS L P			
PAA	1,500	91,292	94,185
PLAINS ALL AMERN PIPL LP			
Total Limited Partnerships		\$ 170,173	\$ 214,479
Grand Total		\$ 10,252,315	\$ 10,324,019