MAY 13 2010

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
OPPENHEIMER & HAAS FDN
P61291004

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
JPMORGAN CHASE BANK, PO BOX 3038

City or town, state, and ZIP code
MILWAUKEE, WI 53201

A Employer identification number
13-6013101

B Telephone number
414-977-1210

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 15,685,184.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,169.	4,169.		STATEMENT 1
	4 Dividends and interest from securities	349,123.	349,123.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<977,590.>			
	b Gross sales price for all assets on line 6a 9,488,664.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	<624,298.>	353,292.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	123,177.	61,588.		61,589.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	5,179.	2,949.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	870.	0.		370.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	129,226.	64,537.		61,959.
	25 Contributions, gifts, grants paid	772,000.			772,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	901,226.	64,537.		833,959.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,525,524.>			
	b **Net investment income** (if negative, enter -0-)		288,755.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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14230506 748522 P61291004 2009.03020 OPPENHEIMER & HAAS FDN P612 P6129101

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		52,179.	52,179.
	2 Savings and temporary cash investments	3,475,260.	806,475.	806,475.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations	389,590.		
	b Investments - corporate stock STMT 6	7,222,876.	7,477,763.	8,932,288.
	c Investments - corporate bonds STMT 7	3,750,000.	4,318,786.	4,423,812.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	722,607.		
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 8)	0.	1,395,488.	1,470,430.
	16 Total assets (to be completed by all filers)	15,560,333.	14,050,691.	15,685,184.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	15,560,333.	14,050,691.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	15,560,333.	14,050,691.	
	31 Total liabilities and net assets/fund balances	15,560,333.	14,050,691.	

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	15,560,333.
2	Enter amount from Part I, line 27a	2	<1,525,524.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	15,882.
4	Add lines 1, 2, and 3	4	14,050,691.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,050,691.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS			
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	9,488,465.		10,466,254.	<977,789.>
b	199.			199.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				<977,789.>
b				199.
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 <977,590.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,017,414.	17,079,466.	.059569
2007	906,026.	20,221,716.	.044805
2006	912,548.	19,114,975.	.047740
2005	827,222.	18,170,318.	.045526
2004	766,727.	18,001,410.	.042593

2	**Total** of line 1, column (d)	2	.240233
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	.048047
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	14,269,640.
5	Multiply line 4 by line 3	5	685,613.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,888.
7	Add lines 5 and 6	7	688,501.
8	Enter qualifying distributions from Part XII, line 4	8	833,959.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	2,888.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (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	2,888.
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	2,888.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,042.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	5,042.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,154.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶		2,154. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ▶ JPMORGAN CHASE BANK, NA Telephone no ▶212-648-1472

Located at ▶245 PARK AVENUE, NEW YORK, NY ZIP+4 ▶10167

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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.

			Line	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 page 20 of the instructions)?		1b		X
	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	N/A	3b		
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 2009?		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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA/ PO BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 2.00	123,177.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2009)

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02-02-10

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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	12,313,341.
b	Average of monthly cash balances	1b	2,173,603.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,486,944.
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	14,486,944.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	217,304.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,269,640.
6	**Minimum investment return.** Enter 5% of line 5	6	713,482.

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	713,482.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 2,888.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,888.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	710,594.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	710,594.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	710,594.

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	833,959.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	833,959.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	2,888.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	831,071.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				710,594.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			771,201.	
b Total for prior years ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 833,959.				
a Applied to 2008, but not more than line 2a			771,201.	
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 2009 distributable amount				62,758.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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	0.			
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 2008 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				647,836.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	772,000.
Total			▶ 3a	772,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	4,169.	
4 Dividends and interest from securities			14	349,123.	
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			18	<977,590.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		<624,298.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <624,298.>

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee AUTHORIZED OFFICER | Date APR 30 2010 | Title TRUSTEE

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET	4,169.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,169.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OTHER INTEREST AND DIVIDENDS	349,322.	199.	349,123.
TOTAL TO FM 990-PF, PART I, LN 4	349,322.	199.	349,123.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	2,949.	2,949.		0.
ESTIMATED EXCISE TAXES	2,230.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,179.	2,949.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NY ATTORNEY GENERAL FILING FEE	750.	0.		250.
PUBLICATION EXPENSE	120.	0.		120.
TO FORM 990-PF, PG 1, LN 23	870.	0.		370.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 5

DESCRIPTION	AMOUNT
RETURN OF CAPITAL ADJUSTMENT	1,075.
JANUARY 2009 RECEIPTS REPORTED IN 2008 REVENUE	14,807.
TOTAL TO FORM 990-PF, PART III, LINE 3	15,882.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - EQUITIES	7,477,763.	8,932,288.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,477,763.	8,932,288.

FORM 990-PF	CORPORATE BONDS	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - FIXED INCOME	4,318,786.	4,423,812.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,318,786.	4,423,812.

FORM 990-PF	OTHER ASSETS	STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - OTHER ASSETS	0.	1,395,488.	1,470,430.
TO FORM 990-PF, PART II, LINE 15	0.	1,395,488.	1,470,430.

J.P.Morgan

OPPENHEIMER&HAAS ACCT P61291004
For the Period 10/1/09 to 12/31/09

Account Summary

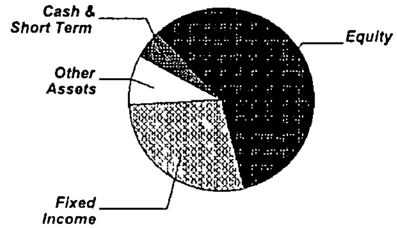
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	9,123,420 40	8,932,288 31	(191,132 09)	154,792 04	58%
Cash & Short Term	1,530,432 46	806,474 90	(723,957 56)	967 76	5%
Fixed Income	4,367,956 88	4,423,811 71	55,854 83	197,765 24	28%
Other Assets	405,572 80	1,470,429 50	1,064,856 70		9%
Market Value	**$15,427,382.54**	**$15,633,004.42**	**$205,621.88**		**100%**

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	42,323 78	52,178 83	9,855 05
Accruals	14,072 58	16,077.53	2,004 95
Market Value	**$56,396.36**	**$68,256.36**	**$11,860.00**

Asset Allocation



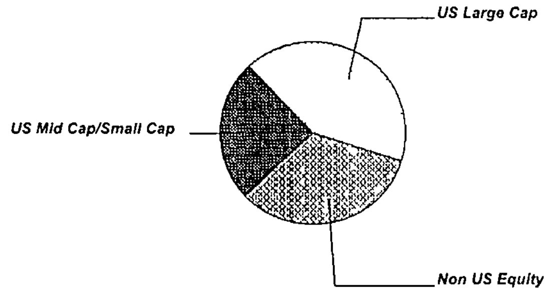
J.P.Morgan

OPPENHEIMER&HAAS ACCT. P61291004
For the Period 10/1/09 to 12/31/09

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap	5,273,044 57	3,784,342 27	(1,488,702.30)	25%
US Mid Cap/Small Cap	704,518 73	2,179,197 28	1,474,678 55	14%
Non US Equity	3,145,857 10	2,968,748 76	(177,108 34)	19%
Total Value	**$9,123,420.40**	**$8,932,288.31**	**($191,132.09)**	**58%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	8,932,288 31
Tax Cost	7,477,763 38
Unrealized Gain/Loss	1,454,524 93
Estimated Annual Income	154,792 04
Accrued Dividends	3,121 00
Yield	1 73%

Equity Detail

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
JPMORGAN TR I GROWTH ADVANTAGE FUND SELECT SHARE CLASS FUND 1567 4812A3-71-8 JGAS X	66,252 106	7 27	481,652 81	409,393 00	72,259 81	3,776 37	0 78%
ABBOTT LABORATORIES 002824-10-0 ABT	700 000	53 99	37,793 00	32,907 66	4,885 34	1,120 00	2 96%
ADVANCED AUTO PARTS INC 00751Y-10-6 AAP	300 000	40 48	12,144 00	10,325 02	1,818 98	72 00 18 00	0 59%
AETNA INC 00817Y-10-8 AET	500 000	31 70	15,850 00	12,033 09	3,816 91	20 00	0 13%
AFLAC INC 001055-10-2 AFL	300 000	46 25	13,875 00	13,071 58	803 42	336 00	2 42%
AMAZON COM INC 023135-10-6 AMZN	75 000	134 52	10,089 00	6,253 24	3,835 76		
ANADARKO PETROLEUM CORP 032511-10-7 APC	100 000	62 42	6,242 00	4,311 82	1,930 18	36 00	0 58%
APACHE CORP 037411-10-5 APA	240 000	103 17	24,760 80	22,945 61	1,815 19	144 00	0 58%
APPLE INC. 037833-10-0 AAPL	155 000	210 73	32,663 46	10,732 25	21,931.21		
APPLIED MATERIALS INC 038222-10-5 AMAT	1,300 000	13 94	18,122 00	17,089 18	1,032 82	312 00	1 72%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
AT&T INC 00206R-10-2 T	800 000	28 03	22,424 00	30,692 88	(8,268 88)	1,344 00	5 99%
BANK OF AMERICA CORP 060505-10-4 BAC	1,951 000	15 06	29,382 06	42,051 84	(12,669 78)	78 04	0 27%
BANK OF NEW YORK MELLON CORP 064058-10-0 BK	800.000	27.97	22,376 00	27,278 98	(4,902 98)	288 00	1 29%
BAXTER INTERNATIONAL INC 071813-10-9 BAX	200 000	58 68	11,736 00	9,532 24	2,203 76	232 00 58 00	1 98%
BB & T CORP 054937-10-7 BBT	300 000	25 37	7,611 00	4,868 35	2,742 65	180 00	2 36%
BOEING CO 097023-10-5 BA	150 000	54 13	8,119 50	10,068 51	(1,949 01)	252 00	3 10%
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	600 000	25 25	15,150.00	12,032 43	3,117 57	768 00 192 00	5 07%
CARDINAL HEALTH INC 14149Y-10-8 CAH	300 000	32 24	9,672 00	7,157 26	2,514 74	210 00 52 50	2 17%
CATERPILLAR INC 149123-10-1 CAT	100 000	56 99	5,699 00	2,427 22	3,271 78	168 00	2 95%
CELGENE CORPORATION 151020-10-4 CELG	400 000	55 68	22,272 00	18,833 50	3,438 50		
CHEVRON CORP 166764-10-0 CVX	325 000	76 99	25,021 75	20,952 69	4,069 06	884 00	3 53%
CISCO SYSTEMS INC 17275R-10-2 CSCO	2,000 000	23 94	47,880 00	28,823 94	19,056 06		

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
CITIGROUP INC 172967-10-1 C	3,500 000	3 31	11,585 00	14,184 57	(2,599 57)		
COACH INC 189754-10-4 COH	200.000	36 53	7,306 00	6,677 86	628 14	60 00	0 82%
COCA COLA CO 191216-10-0 KO	200 000	57 00	11,400 00	11,481 26	(81 26)	328 00	2 88%
COMCAST CORP CL A 20030N-10-1 CMCS A	500 000	16 86	8,430 00	8,460 65	(30 65)	189 00	2 24%
CONOCOPHILLIPS 20825C-10-4 COP	400 000	51 07	20,428 00	19,037 52	1,390 48	800 00	3 92%
CORNING INC 219350-10-5 GLW	1,200 000	19 31	23,172 00	14,054 72	9,117 28	240 00	1 04%
CVS/CAREMARK CORPORATION 126650-10-0 CVS	900 000	32 21	28,989 00	22,875 39	6,113 61	274 50	0 95%
DEERE & CO 244199-10-5 DE	400 000	54 09	21,636 00	13,400 30	8,235 70	448 00 112 00	2 07%
DEVON ENERGY CORP 25179M-10-3 DVN	350 000	73 50	25,725 00	16,662 85	9,062 15	224 00	0 87%
DOW CHEMICAL CO 260543-10-3 DOW	700 000	27 63	19,341 00	8,873 61	10,467.39	420 00 105 00	2 17%
EATON VANCE SPL INVT TR VALUE FD CL I 277905-64-2 EILV X	9,020 050	16 78	151,356 44	127,904 31	23,452 13	2,327 17	1 54%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
EDISON INTERNATIONAL 281020-10-7 EIX	600 000	34 78	20,868 00	21,865 63	(997 63)	756 00 189 00	3 62%
EMERSON ELECTRIC CO 291011-10-4 EMR	300 000	42 60	12,780 00	10,557 66	2,222.34	402 00	3 15%
EOG RESOURCES INC 26875P-10-1 EOG	100 000	97 30	9,730 00	6,135.15	3,594 85	58 00	0 60%
EXXON MOBIL CORP 30231G-10-2 XOM	530 000	68.19	36,140 70	1,059 40	35,081 30	890 40	2 46%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	350 000	80 29	28,101 50	16,346 66	11,754 84	210 00	0 75%
GENERAL MILLS INC 370334-10-4 GIS	100 000	70 81	7,081 00	4,916 17	2,164 83	196 00	2 77%
GILEAD SCIENCES INC 375558-10-3 GILD	400 000	43 27	17,308 00	18,722 89	(1,414 89)		
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	200 000	168 84	33,768 00	18,564 83	15,203 17	280 00	0 83%
GOOGLE INC CL A 38259P-50-8 GOOG	80 000	619 98	49,598 40	25,673 75	23,924 65		
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	8,410 429	30 61	257,443 23	200,000 00	57,443 23	3,608 07	1 40%
HEWLETT-PACKARD CO 428236-10-3 HPQ	1,200 000	51 51	61,812 00	31,993 92	29,818 08	384 00 96 00	0 62%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	200 000	39 20	7,840 00	8,201 95	(361 95)	242 00	3 09%
INTERNATIONAL GAME TECHNOLOGY 459902-10-2 IGT	200 000	18 77	3,754 00	3,094 46	659 54	48 00 12 00	1 28%
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	175 000	130 90	22,907 50	1,837 47	21,070 03	385 00	1 68%
JOHNSON CONTROLS INC 478366-10-7 JCI	800 000	27 24	21,792 00	9,774 08	12,017 92	416 00 104 00	1 91%
JPMORGAN INTREPID AMERICA FUND SELECT SHARE CLASS FUND 1206 4812A2-10-8 JPIA X	14,871 195	20 31	302,033 97	299,803 29	2,230 68	4,654 68	1 54%
JPMORGAN US LARGE CAP CORE PLUS FUND SELECT FUND 1002 4812A2-38-9 JLPS X	42,443 321	18 18	771,619 58	811,633 34	(40,013 76)	14,260 95	1 85%
JUNIPER NETWORKS INC 48203R-10-4 JNPR	600 000	26 67	16,002 00	9,627 37	6,374 63		
MASTERCARD INC - CLASS A 57636Q-10-4 MA	45 000	255 98	11,519 10	8,158 95	3,360 15	27 00	0 23%
MERCK & CO INC 58933Y-10-5 MRK	1,200 000	36 54	43,848 00	37,751 38	6,096 62	1,824 00 456 00	4 16%
METLIFE INC 59156R-10-8 MET	200.000	35.35	7,070 00	5,017 72	2,052 28	148 00	2 09%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
MICROSOFT CORP 594918-10-4 MSFT	2,600 000	30 48	79,248 00	59,049 00	20,199 00	1,352 00	1 71%
MONSANTO CO 61166W-10-1 MON	200 000	81 75	16,350.00	21,472.74	(5,122 74)	212 00	1 30%
MORGAN STANLEY 617446-44-8 MS	700 000	29 60	20,720 00	15,650 88	5,069 12	140 00	0 68%
NATIONAL SEMICONDUCTOR CORP 637640-10-3 NSM	400 000	15 36	6,144 00	4,727 28	1,416 72	128 00 32 00	2 08%
NETAPP INC 64110D-10-4 NTAP	300 000	34 36	10,308 00	4,659 35	5,648 65		
NIKE INC B 654106-10-3 NKE	175 000	66 07	11,562 25	10,252 52	1,309 73	189 00 47 25	1 63%
NORFOLK SOUTHERN CORP 655844-10-8 NSC	900 000	52 42	47,178 00	35,582 21	11,595 79	1,224 00	2 59%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	400 000	81 35	32,540.00	18,075 08	14,464.92	528.00 132 00	1 62%
ORACLE CORP 68389X-10-5 ORCL	700 000	24 53	17,171 00	14,646 45	2,524 55	140 00	0 82%
PACCAR INC 693718-10-8 PCAR	400 000	36 27	14,508 00	11,128 42	3,379 58	144 00	0 99%
PARKER-HANNIFIN CORP 701094-10-4 PH	200 000	53 88	10,776 00	7,963 72	2,812 28	200 00	1 86%
PAYCHEX INC 704326-10-7 PAYX	200 000	30 64	6,128 00	5,153 48	974 52	248 00	4 05%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
PEPSICO INC 713448-10-8 PEP	400 000	60 80	24,320 00	23,919 97	400 03	720 00 180 00	2 96%
PFIZER INC 717081-10-3 PFE	2,200.000	18 19	40,018 00	30,570 90	9,447 10	1,584 00	3 96%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	500 000	48 19	24,095 00	12,793 25	11,301 75	1,160 00 290 00	4 81%
PRAXAIR INC 74005P-10-4 PX	200 000	80 31	16,062 00	9,241 28	6,820 72	320 00	1 99%
PROCTER & GAMBLE CO 742718-10-9 PG	900 000	60 63	54,567 00	32,519 45	22,047 55	1,584 00	2 90%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	200 000	49 76	9,952 00	4,478 90	5,473 10	140 00	1 41%
QUALCOMM INC 747525-10-3 QCOM	700 000	46.26	32,382.00	22,911 20	9,470 80	476 00	1.47%
SCHLUMBERGER LTD 806857-10-8 SLB	300 000	65.09	19,527 00	11,884 62	7,642 38	252 00 63 00	1 29%
SOUTHERN CO 842587-10-7 SO	300 000	33 32	9,996 00	8,606 10	1,389 90	525 00	5 25%
SOUTHWESTERN ENERGY CO 845467-10-9 SWN	100 000	48 20	4,820 00	4,279 88	540 12		
SPRINT NEXTEL CORP 852061-10-0 S	1,800 000	3 66	6,588 00	7,351 38	(763 38)		
STAPLES INC 855030-10-2 SPLS	800 000	24 59	19,672 00	16,041 04	3,630 96	264 00 66 00	1 34%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
STARWOOD HOTELS & RESORTS 85590A-40-1 HOT	400 000	36 57	14,628 00	8,473 52	6,154 48	80 00 80 00	0 55 %
SYSCO CORP 871829-10-7 SYY	400 000	27 94	11,176 00	12,683 49	(1,507 49)	400 00 100 00	3 58 %
TD AMERITRADE HOLDING CORPORATION 87236Y-10-8 AMTD	400 000	19 38	7,752 00	6,264.80	1,487 20		
TIME WARNER INC NEW 887317-30-3 TWX	900 000	29 14	26,226 00	18,942 22	7,283 78	675 00	2 57 %
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	500 000	69 41	34,705 00	3,190 62	31,514 38	770 00	2 22 %
URBAN OUTFITTERS INC 917047-10-2 URBN	300 000	34 99	10,497 00	4,331 58	6,165 42		
US BANCORP DEL 902973-30-4 USB	900 000	22 51	20,259 00	21,877 12	(1,618 12)	180 00 45 00	0 89 %
V F CORP 918204-10-8 VFC	100 000	73 24	7,324 00	5,692 26	1,631 74	240 00	3 28 %
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	994 000	33 13	32,931.22	5,653 11	27,278 11	1,888 60	5 73 %
WAL MART STORES INC 931142-10-3 WMT	500 000	53 45	26,725 00	23,300 87	3,424 13	545 00 136 25	2 04 %
WALT DISNEY CO 254687-10-6 DIS	1,300 000	32 25	41,925 00	31,015 67	10,909 33	455 00 455 00	1 09 %
WELLPOINT INC 94973V-10-7 WLP	100 000	58 29	5,829 00	5,249 92	579 08		

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
WELLS FARGO & CO 949746-10-1 WFC	900 000	26 99	24,291 00	17,629 38	6,661 62	180 00	0 74%
XILINX CORP 983919-10-1 XLNX	600 000	25 06	15,036 00	12,594 15	2,441 85	384 00	2 55%
YUM BRANDS INC 988498-10-1 YUM	500 000	34 97	17,485 00	17,154 53	330 47	420 00	2 40%
Total US Large Cap			**$3,784,342.27**	**$3,155,143.74**	**$629,198.53**	**$62,068.78** **$3,021.00**	**1 64%**
US Mid Cap/Small Cap							
ASTON FDS TAMRO S CAP I 00078H-14-1 ATSI X	21,617 774	16 66	360,152 11	290,000 00	70,152 11	302 64	0 08%
ISHARES S&P MIDCAP 400 INDEX FUND 464287-50-7 IJH	8,957 000	72 41	648,576 37	616,762 90	31,813 47	12,056 12	1 86%
JPMORGAN MID CAP GROWTH SELECT SHARE CLASS FUND 3120 4812C1-71-0 HLGE X	20,557 990	18.32	376,622 38	300,000 00	76,622 38	2,651.98	0 70%
JPMORGAN TR I HIGHBRIDGE STATISTICAL MARKET NEUTRAL FUND SELECT SHARES FUND # 1011 4812A2-43-9 HSKS X	29,584 154	15 74	465,654 58	468,613 00	(2,958 42)	976 27	0 21%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Mid Cap/Small Cap							
JPMORGAN US REAL ESTATE FUND SELECT SHARE CLASS FUND 3037 4812C0-61-3 SUIE X	26,542 821	12 21	324,087 84	312,409 00	11,678 84	19,747 85	6 09%
KB HOME 48666K-10-9 KBH	300 000	13 68	4,104 00	4,867 86	(763 86)	75 00	1 83%
Total US Mid Cap/Small Cap			**$2,179,197.28**	**$1,992,652.76**	**$186,544.52**	**$35,809.86**	**1.64%**
Non US Equity							
ACE LTD NEW H0023R-10-5 ACE	200 000	50 40	10,080 00	8,949 27	1,130 73	248 00	2 46%
ARTIO INTERNATIONAL EQUITY II - I 04315J-83-7 JETI X	29,824 359	11 78	351,330 95	300,000 00	51,330 95	17,268 30	4 92%
COOPER INDUSTRIES PLC CL - A G24140-10-8 CBE	200 000	42 64	8,528 00	6,540 34	1,987 66	200 00 / 100 00	2 35%
COVIDIEN PLC G2554F-10-5 COV	400 000	47 89	19,156 00	14,591 73	4,564 27	288 00	1 50%
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	22,753 716	31 85	724,705 85	550,000 00	174,705 85	9,920 62	1 37%
ISHARES S&P GLOBAL INFRASTR 464288-37-2 IGF	8,200 000	34 08	279,456 00	233,730 00	45,726 00	9,848 20	3 52%
IVY GLOBAL NATURAL RESOURCE-I 465899-50-8 IGNI X	18,386 153	18 77	345,108 09	250,000 00	95,108 09	808 99	0 23%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
Non US Equity							
JPMORGAN ASIA EQUITY FUND SELECT SHARE CLASS FUND 1134 4812A0-70-6 JPAS X	21,020 895	31 20	655,851 92	500,000 00	155,851 92	2,417 40	0 37 %
JPMORGAN INTREPID INTERNATIONAL FUND SELECT SHARE CLASS FUND # 1321 4812A2-21-5 JISI X	10,869 565	15 73	170,978 26	140,000.00	30,978 26	13,478 26	7 88 %
MATTHEWS PACIFIC TIGER FUND -CL I 577130-10-7 MAPT X	12,738 854	19 23	244,968 16	200,000 00	44,968 16	1,859 87	0 76 %
NUVEEN NWQ VALUE OPPORTUNITIES FUND 67064Y-63-6 NVOR X	5,050 589	29 76	150,305 53	117,729 23	32,576 30	575 76	0 38 %
TRANSOCEAN INC H8817H-10-0 RIG	100 000	82 80	8,280 00	8,426 31	(146 31)		
Total Non US Equity			**$2,968,748.76**	**$2,329,966.88**	**$638,781.88**	**$56,913.40** **$100 00**	**1.92 %**

Cash & Short Term Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	1,530,432 46	806,474 90	(723,957 56)	5%

Asset Categories

Market Value/Cost	Current Period Value
Market Value	806,474 90
Tax Cost	806,474 90
Estimated Annual Income	967 76
Accrued Interest	91 73
Yield	0 12%

Note [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

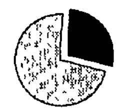
Cash & Short Term Detail

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	806,474 90	1 00	806,474 90	806,474 90		967 76 91 73	0 12% [1]

Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Fixed Income - Taxable	4,367,956 88	4,423,811 71	55,854 83	28%

Asset Categories



Market Value/Cost	Current Period Value
Market Value	4,423,811 71
Tax Cost	4,318,785 94
Unrealized Gain/Loss	105,025 77
Estimated Annual Income	197,765 24
Accrued Interest	12,864 80
Yield	4 41%

Fixed Income Summary CONTINUED

SUMMARY BY MATURITY

Fixed Income	Market Value	% of Bond Portfolio
Less than 5 years[1]	4,423,811 71	100%

SUMMARY BY TYPE

Fixed Income	Market Value	% of Bond Portfolio
Government and Agency Bonds	107,586 00	2%
Mutual Funds	4,316,225 71	98%
Total Value	**$4,423,811.71**	**100%**

[1]The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity

Fixed Income Detail

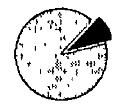
	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
ISHARES BARCLAYS TIPS BOND FUND 464287-17-6	5,879 000	103 90	610,828 10	607,257 06	3,571 04	23,762 91	3 89 %
EATON VANCE MUT FDS TR FLT RT CL I 277911-49-1	55,588 731	8 54	474,727 76	468,613 00	6,114 76	20,123 12	4 24 %
JPMORGAN INTERNATIONAL CURRENCY INCOME FUND 30-Day Annualized Yield 1.20% 4812A3-29-6	29,375 574	10.75	315,787 42	319,900 00	(4,112 58)	176 25 152 46	0 06 %
JPMORGAN STRATEGIC INCOME OPPORTUNITIES FUND 3844 30-Day Annualized Yield· 2 76% 4812A4-35-1	39,839 978	11 59	461,745 35	437,159 00	24,586 35	16,533 59 1,434 24	3 58 %
JPMORGAN CORE BOND FUND SELECT SHARE CLASS FUND 3720 30-Day Annualized Yield 4.35% 4812C0-38-1	69,504 429	11 10	771,499 16	759,683 41	11,815 75	38,991 98 2,988 69	5 05 %
JPMORGAN HIGH YIELD BOND FUND SELECT CLASS FUND 3580 30-Day Annualized Yield 7.59% 4812C0-80-3	82,429 815	7 74	638,006 77	624,818 00	13,188 77	54,650 96 5,357 94	8 57 %

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
JPMORGAN SHORT DURATION BOND FUND SELECT CLASS FUND 3133 30-Day Annualized Yield 2 04% 4812C1-33-0	55,607 474	10 85	603,341 09	600,000 00	3,341 09	17,182 70 1,278 97	2 85%
VANGUARD FIXED INCOME SECS F INTR TRM CP PT (FUND 71) 922031-88-5	45,768 197	9 62	440,290 06	400,000 00	40,290 06	21,968 73	4 99%
U S A NOTES 4 3/8% AUG 15 2012 DTD 8/15/2002 912828-AJ-9 AAA /AAA	100,000 000	107 59	107,586 00	101,355 47	6,230 53	4,375 00 1,652 50	1 42%
Total US Fixed Income - Taxable			**$4,423,811 71**	**$4,318,785.94**	**$105,025.77**	**$197,765 24** **$12,864.80**	**4 41%**

Other Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Structured Investments	405,572 80	1,470,429 50	1,064,856 70	9%

Asset Categories



Other Assets Detail

	Quantity	Price	Estimated Value	Cost	Estimated Gain/Loss
Structured Investments					
BARC 9M SPX NOTE 08/27/2010 (85% CONTIN BARRIER- 6 23% PMT -7% CAP) INITIAL LEVEL-SPX.11/18/09 1109 80 06739J-5N-9	160,000 000	101.07	161,712 00	158,800 00	2,912 00
BARCLAYS BREN GSCI OIL 8/05/10 GSCITM CRUDE OIL EXCESS RETURN INDEX, 15% BUFFER, 1.66X LEVERAGE, 58 10% MAX RET, DD 02/05/09 06738Q-F3-7	125,000 000	133 60	167,000 00	123,125 00	43,875 00
BARCLAYS DJ-UBS COMMODITY F3 BREN MD 12/12/11, BUFFER 15% MAX LOSS 100%, CAP 13 5% LEVERAGE 178%, MAX RETURN 24 03 DD 12/4/09, STRIKE 276.1487 06739J-6M-0	150,000 000	98 65	147,975 00	147,750 00	225 00

	Quantity	Price	Estimated Value	Cost	Estimated Gain/Loss
Structured Investments					
BARCLAYS DJ-UBS COMMODITY F3 BREN MD 12/19/11, BUFFER 15% MAX LOSS 100%, MAX RETURN 24 03 CAP 13 5%, LEVERAGE 178%, DD 12/11/09, STRIKE 276 1487 06740J-EN-6	150,000 000	99 55	149,325 00	147,750 00	1,575 00
CS 12M ASIA BREN 12/22/10 (10%BUFF -2XLEV-9 53%CAP-19 06%MXPYMT) INITIAL LEVEL-ASIA.12/04/09 100 00 22546E-PK-4	150,000 000	100 12	150,180 00	148,500 00	1,680 00
GS 9M EAFE NOTE 08/27/2010 (84 5% CONTIN BARRIER-2% PMT -7% CAP) INITIAL LEVEL- 11/19/09 .SX5E·2860.29 UKX 5267.70 TPX 837.71 38143U-FK-2	225,000 000	104 87	235,957 50	223,312 50	12,645 00
GS 9M SPX NOTE 08/19/2010 (85% CONTIN BARRIER- 6 6% PMT -AUTO 7% CAP) INITIAL LEVEL-SPX 11/13/09 1,093.48 38143U-FL-0	300,000 000	102 53	307,575 00	297,750 00	9,825 00
HSBC 12M SPX BREN 12/22/10 (10%BUFF -2XLEV-7 375%CAP-14 75%MXPYMT) INITIAL LEVEL-SPX 12/04/09· 1105 98 4042K0-F7-5	150,000 000	100 47	150,705 00	148,500 00	2,205 00
Total Structured Investments			**$1,470,429.50**	**$1,395,487.50**	**$74,942.00**

OPPENHEIMER & HAAS
13-6013101

FORM 990-PF, PART XV

2009 DISTRIBUTIONS

RECIPIENT	ADDRESS	RELATIONSHIP	STATUS	PURPOSE	
JEWISH BOARD OF FAMILY & CHILDREN SERVICES	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	$ 60,000.00
FEDERATION OF JEWISH PHILANTHROPIES OF NY	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	75,000.00
THE LEXINGTON SCHOOL/CENTER FOR THE DEAF	JACKSON HEIGHTS, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	40,000 00
CHAI LIFELINE	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.00
THE EDUCATIONAL ALLIANCE	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.00
PROJECT LEAD	RICHMOND HILL, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.00
MAIMONIDES MEDICAL CENTER	BROOKLYN, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.00
PARENTS FOR TORAH FOR ALL CHILDREN	BROOKLYN, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000 00
YMCA	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.00
ARTHRITIS FOUNDATION	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.00
YESHIVAH EDUCATION FOR SPECIAL STUDENTS	KEW GARDENS HILLS, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.00
OHEL CHILDRENS HOME & FAMILY	BROOKLYN, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	65,000.00
ORT AMERICA INC	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.00
JEWISH CHILD CARE ASSOCIATION	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	35,000.00
JBI INTERNATIONAL	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	32,000.00
MAKE-A-WISH FOUNDATION	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.00
MOUNT SINAI SCHOOL OF MEDICINE	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	125,000.00
CANCER CARE, INC	NEW YORK, NY	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	130,000 00
				TOTAL	**$ 772,000.00**