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Form **990-PF**

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

OMB No 1545-0052

2009

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 **2009**, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation OPPENHEIM FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite 718 TAYLOR AVENUE City or town, state, and ZIP code SCRANTON PA 18510	A Employer identification number 23-6296919 B Telephone number (see page 10 of the instructions) C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,424,040 (Part I, column (d) must be on cash basis)		
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

	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 page 11 of 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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16,378	16,378		
	4 Dividends and interest from securities	28,441	28,388		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	64,211			
	b Gross sales price for all assets on line 6a 144,455				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	109,030	44,766	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,425			
	14 Other employee salaries and wages				
	15 Pension plan and employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,975			
	c Other professional fees (attach schedule) STMT 3	9,207			
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	931			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (all sch)				
	24 Total operating and administrative expenses. Add lines 13 through 23	16,538	0		0
	25 Contributions, gifts, grants paid	156,605			156,605
26 Total expenses and disbursements. Add lines 24 and 25	173,143	0	0	156,605	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-64,113				
b Net investment income (if negative, enter -0-)		44,766			
c Adjusted net income (if negative, enter -0-)			0		

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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	56,497	52,605	52,605
	2	Savings and temporary cash investments	18,854	40,017	40,017
	3	Accounts receivable ▶			5,514
		Less: allowance for doubtful accounts ▶	7,098	5,514	5,514
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	744	600	600
	10a	Investments—U.S. and state government obligations (attach schedule) STMT 5	377,917	303,498	314,251
	b	Investments—corporate stock (attach schedule) SEE STMT 6	120,857	118,613	986,846
	c	Investments—corporate bonds (attach schedule) SEE STMT 7	24,950	21,956	24,207
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach sch.) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation (attach sch.) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item 1)	606,917	542,803	1,424,040	
Liabilities	17	Accounts payable and accrued expenses	1,246	1,245	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	1,246	1,245	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	605,671	541,558	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	605,671	541,558		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	606,917	542,803		

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	605,671
2	Enter amount from Part I, line 27a	2	-64,113
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	541,558
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	541,558

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	N/A			
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	126,144	1,723,428	0.073194
2007	135,532	1,946,568	0.069626
2006	116,892	1,804,533	0.064777
2005	82,885	1,682,669	0.049258
2004	116,331	1,645,273	0.070706
2	Total of line 1, column (d)		0.327561
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		0.065512
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		1,357,215
5	Multiply line 4 by line 3		88,914
6	Enter 1% of net investment income (1% of Part I, line 27b)		448
7	Add lines 5 and 6		89,362
8	Enter qualifying distributions from Part XII, line 4 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 on page 18		156,605

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	448
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	448
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	448
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	600
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	600
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	152
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 152 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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 page 20 of the instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ JANE OPPENHEIM 718 TAYLOR AVENUE Located at ▶ SCRANTON, PA	Telephone no ▶ 570-347-5208 ZIP+4 ▶ 18510-1819		
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	▶ <input type="checkbox"/>

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ▶ <input type="checkbox"/>	1b	
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?	N/A	1c	
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? If "Yes," list the years ▶ 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the 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 ▶ 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A **5b**

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? Yes No **6b** **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? Yes No **7b** **N/A**

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 page 22 of the 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
JANE OPPENHEIM 718 TAYLOR AVENUE SCRANTON PA 18510	PRES/TREAS 1.00	4,425	0	0
SUSAN DIMOND 718 TAYLOR AVENUE SCRANTON PA 18510	SECRETARY 1.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 ▶

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 page 23 of the 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 ▶

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 page 24 of the 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	
3 All other program-related investments See page 24 of the instructions	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,281,579
b	Average of monthly cash balances	1b	96,304
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,377,883
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	1,377,883
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	20,668
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,357,215
6	Minimum investment return. Enter 5% of line 5	6	67,861

Part XI Distributable Amount (see page 25 of the 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	67,861
2a	Tax on investment income for 2009 from Part VI, line 5	2a	448
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	448
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,413
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	67,413
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	67,413

Part XII Qualifying Distributions (see page 25 of the 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	156,605
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	156,605
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 page 26 of the instructions)	5	448
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	156,157

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				67,413
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009.				
a From 2004	35,015			
b From 2005				
c From 2006	28,881			
d From 2007	39,300			
e From 2008	40,995			
f Total of lines 3a through e	144,191			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 156,605				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				67,413
e Remaining amount distributed out of corpus	89,192			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	233,383			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	35,015			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	198,368			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006	28,881			
c Excess from 2007	39,300			
d Excess from 2008	40,995			
e Excess from 2009	89,192			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 page 28 of 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))
N/A

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
N/A

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 page 28 of the 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
N/A

b The form in which applications should be submitted and information and materials they should include
SUBMIT ON LETTERHEAD INDICATING PURPOSE & AMT. REQUESTED

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
OPEN TO ALL QUALIFIED CHARITABLE ORGANIZATIONS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 8				156,605
Total			▶ 3a	156,605
b Approved for future payment N/A				
Total			▶ 3b	

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description	Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
50K US TREASURY NOTES		10/28/04	9/15/09	PURCHASE	25,000	\$	\$		
50K FEDERAL HOME LOAN BANK		3/27/01	1/12/09	PURCHASE	50,000				
3K AT&T CORP 6.000% DUE 3/1/09		10/23/01	3/16/09	PURCHASE	3,000				
1K SHS EQT CORP		8/01/78	10/26/09	PURCHASE	776				44,246
780 SHS MOTORS LIQUIDATION CO		1/01/50	10/26/09	474	890				- 416
300 SHS EXXON MOBIL CORP		1/01/50	9/22/09	20,959	578				20,381
TOTAL					\$ 144,455	\$ 80,244	\$ 0	\$ 0	\$ 64,211

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 1,975	\$	\$	\$
TOTAL	\$ 1,975	\$ 0	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MANAGEMENT FEES	\$ 9,207	\$	\$	\$
TOTAL	\$ 9,207	\$ 0	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FED EXCISE TAXES - 990 PF	\$ 511	\$	\$	\$
PAYROLL TAXES	420			
TOTAL	<u>931</u>	<u>0</u>	<u>0</u>	<u>0</u>

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
25 US TREASURY NOTES 3.375% DUE 2009	\$ 25,198	\$	COST	\$
50 US TREASURY NOTES 3.375% DUE 2013	50,311	50,311	COST	52,485
50 FED HOME LOAN BANK 5.475% D. 2009	49,221		COST	
50 FED HOME LOAN BANK 4.0% DUE 2011	50,509	50,509	COST	51,844
100 FED HOME LOAN BK 4.75% DUE 2010	101,464	101,464	COST	102,563
25 FED HOME LOAN BANK 4.375% D 2011	25,140	25,140	COST	26,344
25 FED HOME LOAN BANK 4.875% D 2011	25,215	25,215	COST	26,703
50 FED HOME LOAN MTG COR 5.125% 2012	50,859	50,859	COST	54,312
TOTAL	\$ 377,917	\$ 303,498		\$ 314,251

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
1189 SH B P AMOCO	\$ 16,411	\$ 16,411	COST	\$ 108,346
400 SH COLGATE PALMOLIVE CO.	22,916	22,916	COST	32,860
7000 SH EQUITABLE RESOURCES, INC.	46,513	45,737	COST	263,520
4300 SH EXXON CORP	8,283	7,705	COST	272,760
780 SH GENERAL MOTORS CORP	890		COST	
4000 SH MCGRAW HILL COS., INC.	12,889	12,889	COST	134,040
2000 MERCK & CO., INC.	5,082	5,082	COST	73,080
800 UNION PACIFIC CORP	7,873	7,873	COST	102,240
TOTAL	\$ 120,857	\$ 118,613		\$ 986,846

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3 AT&T CORP GLOBAL 6% DUE 2009	\$ 2,994	\$	COST	\$
21 COMCAST CABLE COMM 8.375% DUE2013	21,956	21,956	COST	24,207
TOTAL	\$ 24,950	\$ 21,956		\$ 24,207

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Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SUBMIT ON LETTERHEAD INDICATING PURPOSE & AMT. REQUESTED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

OPEN TO ALL QUALIFIED CHARITABLE ORGANIZATIONS

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
KEYSTONE COLLEGE	ONE COLLEGE GREEN			CHARITABLE	31,000
LA PLUME PA 18440					
COMMONWEALTH MEDICAL COLL	SCRANTON, PA			CHARITABLE	20,100
SCRANTON PA 18510					
HUNTER COLLEGE BROOKDALE	695 PARK AVENUE			CHARITABLE	17,800
NEW YORK NY 10065					
GESHER JEWISH DAY SCHOOL	4700 SHIRLEY GATE ROAD			CHARITABLE	15,000
FAIRFAX VA 22030					
LACKAWANNA UNITED WAY	615 JEFFERSON AVENUE			CHARITABLE	10,100
SCRANTON PA 18501					
UNIVERSITY OF SCRANTON	800 LINDEN STREET			CHARITABLE	6,700
SCRANTON PA 18503					
SCOLA	2013 BOULEVARD AVENUE			CHARITABLE	6,100
SCRANTON PA 18509					
JEWISH FEDERATION OF NEPA	615 JEFFERSON AVENUE			CHARITABLE	6,000
SCRANTON PA 18503					
FUND FOR REFORM JUDAISM	633 THIRD AVENUE			CH ARITABLE	5,000
NEW YORK NY 10017					
EVERHART MUSEUM	1901 MULBERRY STREET			CHARITABLE	5,000
SCRANTON PA 18510					
WORLD UNION FOR PROGRESSI	633 THIRD AVENUE			CHARITABLE	5,000
NEW YORK NY 10012					
TEMPLE HESED	KNOX ROAD			CHARITABLE	3,400
SCRANTON PA 18503					
WJR SCHOLARSHIPS	SCRANTON, PA			CHARITABLE	3,000
SCRANTON PA 18510					
CONGREGATION EMANU-EL	1 EAST 65TH STREET			CHARITABLE	2,250
NEW YORK NY 10065					
UNITED NEIGHBORHOOD CTRS	425 ALDER STREET			CHARITABLE	2,000
SCRANTON PA 18503					
JEWISH COMMUNITY CENTER	SCRANTON, PA			CHARITABLE	1,500
SCRANTON PA 18503					
JEWISH HOME OF EASTERN PA	1101 VINE STREET			CHARITABLE	1,100
SCRANTON PA 18510					
NE PA PHILHARMONIC	4101 BIRNEY AVENUE			CHARITABLE	1,000
MOOSIC PA 18507					

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
MARYWOOD UNIVERSITY	2300 ADAMS AVENUE			CHARITABLE	1,000
SCRANTON PA 18510					
NEW ISRAEL FUND	2027 MA. AVENUE			CHARITABLE	1,000
WASHINGTON, DC DC 20012					
SCRANTON AREA FOUNDATION	321 SPRUCE ST, 6 FL			CHARITABLE	1,000
SCRANTON PA 18503					
WOMEN'S RESOURCE CENTER	SCRANTON, PA			CHARITABLE	1,000
SCRANTON PA 18503					
WVIA TV	100 WVIA WAY			CHARITABLE	1,000
AVOCA PA 18641					
EOTC, SCRANTON, PA	SCRANTON, PA			CHARITABLE	1,000
SCRANTON PA 18510					
ALLIED SERVICES	SCRANTON, PA			CHARITABLE	1,000
SCRANTON PA 18510					
ELECTRIC THEATRE CO	SCRANTON, PA			CHARITABLE	1,000
SCRANTON PA 18510					
NE REGIONAL CANCER CENTER	SCRANTON, PA			CHARITABLE	1,000
SCRANTON PA 18510					
COUNTRYSIDE CONSERVANCY	PO BOX 55			CHARITABLE	1,000
LA PLUME PA 18440					
VOLUNTARY ACTION CENTER	SCRANTON, PA			CHARITABLE	600
SCRANTON PA 18503					
RED BULL THEATRE	NEW YORK, NY			CHARITABLE	500
NEW YORK NY 10012					
ST FRANCIS KITCHEN	SCRANTON, PA			CHARITABLE	500
SCRANTON PA 18503					
THEATRE FOR A NEW AUDIENC	NEW YORK, NY			CHARITABLE	500
NEW YORK NY 10012					
URJ RELIGIOUS ACTION CENT	SCRANTON, PA			CHARITABLE	500
SCRANTON PA 18510					
DAY NURSERY ASSOCIATION	SCRANTON, PA			CHARITABLE	350
SCRANTON PA 18503					
WOMEN OF REFORM JUDAISM	633 THIRD AVENUE			CHARITABLE	300
NEW YORK NY 10017					
JEWISH FEDERATION	TAMPA, FL			CHARITABLE	250
TAMPA FL 33601					

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Address	Status	Purpose	Amount
SLHDA	SCRANTON PA 18503		SCRANTON, PA		CHARITABLE	200
HOPE FOR HAITI	NAPLES FL 34102		NAPLES, FL		CHARITABLE	200
PROJECT JOY	SCRANTON PA 18510		SCRANTON, PA		CHARITABLE	200
WRI CIRCLE OF SERVICE	SCRANTON PA 18510		SCRANTON, PA		CHARITABLE	180
MSGR MCGOWAN SCHOLARSHIP	SCRANTON PA 18510		SCRANTON, PA		CHARITABLE	125
LACKA HISTORICAL SOC	SCRANTON PA 18503		232 MONROE AVENUE		CHARITABLE	100
JEWISH FAMILY SERVICES	SCRANTON PA 18503		SCRANTON, PA		CHARITABLE	100
PA ASSOC FOR THE BLIND	SCRANTON PA 18503		SCRANTON, PA		CHARITABLE	100
WAVERLY COMMUNITY HOUSE	WAVERLY PA 18471		WAVERLY, PA		CHARITABLE	100
ART FOR ARTISTS	NEW YORK NY 10017		NEW YORK, NY		CHARITABLE	100
UNIV OF SCRANTON - LIBRAR	SCRANTON PA 18510		SCRANTON, PA		CHARITABLE	100
ARCHITECTURAL HERITAGE	SCRANTON PA 18510		SCRANTON, PA		CHARITABLE	100
GERMANTOWN JEWISH CENTER	GERMANTOWN PA 19144		GERMANTOWN, PA		CHARITABLE	100
ROSENZWEIZ FUND	SCRANTON PA 18510		SCRANTON, PA		CHARITABLE	100
TOTAL						156,605

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Taxable Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
FEDERAL AGENCIES	\$ 11,998		14	PA
U.S GOVERNMENT OBLIGATIONS	2,531		14	PA
CORPORATE BONDS	1,849		14	PA
TOTAL	<u>\$ 16,378</u>			

Tax-Exempt Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
	\$ 53			
TOTAL	<u>\$ 53</u>			

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
DIVIDENDS	\$ 28,388		14	PA
TOTAL	<u>\$ 28,388</u>			

OPPENHEIM FOUNDATION
FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

OPPENHEIM FOUNDATION
INDEX TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

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**GINADER
JONES & CO., LLP**

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George W. Ginader, CPA
Michael A. Lawrence, CPA
Eric D. Davis, CPA

To the Officers and Directors
Oppenheim Foundation
Scranton, Pennsylvania

We have compiled the accompanying statements of financial position of the Oppenheim Foundation as of December 31, 2009 and 2008, and the related statements of activities and cash flows for the years then ended, and the accompanying supplementary information contained in schedules I through III, which are presented only for supplementary analysis purposes, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statements and supplementary schedules and, accordingly, do not express an opinion or any other form of assurance on them. However, we did become aware of a departure from generally accepted accounting principles that is described in the following paragraph.

As disclosed in the notes to the financial statements, generally accepted accounting principles require that investments be stated at fair value. Management has informed us that the Foundation has stated its investments at cost and that, if generally accepted accounting principles had been followed, both investments and unrestricted net assets would have been increased by \$881,000 and \$825,000 respectively.



GINADER, JONES & CO., LLP
April 28, 2010

OPPENHEIM FOUNDATION
 STATEMENTS OF FINANCIAL POSITION
 DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
<u>ASSETS</u>		
<u>CURRENT ASSETS</u>		
Cash and Cash Equivalents	\$ 52,605	\$ 56,497
Cash, Money Funds	40,017	18,854
Accrued Interest Receivable	5,514	7,098
Prepaid Excise Taxes	600	744
Investments, Bonds	325,454	402,867
Investments, Common Stock	<u>118,613</u>	<u>120,857</u>
 <u>TOTAL ASSETS</u>	 <u>\$ 542,803</u>	 <u>\$ 606,917</u>
 <u>LIABILITIES AND NET ASSETS</u>		
<u>CURRENT LIABILITIES</u>		
Accrued and Withheld Payroll Taxes	<u>\$ 1,245</u>	<u>\$ 1,245</u>
 <u>UNRESTRICTED NET ASSETS</u>	 <u>541,558</u>	 <u>605,672</u>
 <u>TOTAL LIABILITIES AND NET ASSETS</u>	 <u>\$ 542,803</u>	 <u>\$ 606,917</u>

See accompanying notes and accountant's report.

OPPENHEIM FOUNDATION
STATEMENTS OF ACTIVITIES
YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
<u>REVENUES</u>		
Dividend Income	\$ 28,441	\$ 28,826
Gain on Sale of Investments	64,210	17,761
Interest Income, Federal Agencies	11,998	17,456
Interest Income, U.S. Treasury	2,531	2,857
Interest Income, Corporate Bonds	1,849	1,939
Interest Income, Other	-	364
	<u>109,029</u>	<u>69,203</u>
 <u>EXPENSES</u>		
Contributions	156,605	126,655
Management Fees	9,207	12,414
Salaries	4,425	4,425
Accounting Fees	1,975	1,975
Excise Taxes	511	548
Payroll Taxes	420	420
Miscellaneous Expense	-	92
	<u>173,143</u>	<u>146,529</u>
 <u>NET DECREASE IN UNRESTRICTED NET ASSETS</u>	 (64,114)	 (77,326)
Unrestricted Net Assets, Beginning	<u>605,672</u>	<u>682,998</u>
 <u>UNRESTRICTED NET ASSETS, ENDING</u>	 <u>\$ 541,558</u>	 <u>\$ 605,672</u>

See accompanying notes and accountant's report.

OPPENHEIM FOUNDATION
 STATEMENTS OF CASH FLOWS
 YEARS ENDED DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>		
Net Decrease in Net Assets	\$ (64,114)	\$ (77,326)
Adjustments and Changes in:		
Prepaid Excise Taxes	144	548
Accrued Interest Receivable	1,584	767
Withheld Payroll Taxes	-	(8)
Gain on Sale of Investments	<u>(64,210)</u>	<u>(17,761)</u>
<u>NET CASH USED IN OPERATING ACTIVITIES</u>	<u>(126,596)</u>	<u>(93,780)</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
Purchase of Investments	-	(52,120)
Proceeds from Sale of Investments	<u>143,867</u>	<u>152,482</u>
<u>NET CASH PROVIDED BY INVESTING ACTIVITIES</u>	<u>143,867</u>	<u>100,362</u>
<u>NET CHANGE IN CASH AND CASH EQUIVALENTS</u>	17,271	6,582
Cash and Cash Equivalents, Beginning of Year	<u>75,351</u>	<u>68,769</u>
<u>CASH AND CASH EQUIVALENTS, END OF YEAR</u>	<u>\$ 92,622</u>	<u>\$ 75,351</u>
<u>SUPPLEMENTAL CASH FLOW DISCLOSURES</u>		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ 511</u>	<u>\$ 548</u>

See accompanying notes and accountant's report.

OPPENHEIM FOUNDATION
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 1 - NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Oppenheim Foundation (the Foundation) was incorporated in the Commonwealth of Pennsylvania as a private foundation. The Foundation provides support to charitable and religious organizations in Northeastern Pennsylvania through contributions. The Foundation is supported by the Oppenheim family.

Method of Accounting

The Foundation has prepared its financial statements using the accrual basis of accounting. The significant accounting policies followed are described below to enhance the usefulness of the financial statements to the reader.

Basis of Presentation

Financial statement presentation follows the recommendations of the Financial Accounting Standards Board in its SFAS No. 117, *Financial Statements of Not-for-Profit Organizations*. Under SFAS No. 117, the Foundation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Foundation considers all bank account deposits and all highly liquid investments purchased with a maturity of three (3) months or less to be cash and cash equivalents.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investments

Generally accepted accounting principles require that investments be stated at fair value. However, the Foundation's investments are carried at cost. Accordingly, the accompanying financial statements are not intended to present the Foundation's financial position, results of operations, and cash flows in conformity with generally accepted accounting principles.

OPPENHEIM FOUNDATION
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 1 - NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Income Taxes

The Foundation filed for and received an exemption from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Foundation is registered as a non-profit organization with the Commonwealth of Pennsylvania and as such is exempt from Pennsylvania state income taxes. Accordingly, no provision has been made for income taxes in the financial statements.

NOTE 2 - EXCISE TAXES

As a private foundation, Oppenheim Foundation is subject to federal excise taxes on its net investment income. During 2009 and 2008, the Foundation incurred excise taxes of \$511 and \$548, respectively.

OPPENHEIM FOUNDATION
 SCHEDULE I
 INVESTMENTS AT DECEMBER 31, 2009

	COST	MARKET VALUE
<u>BONDS</u>		
50 U.S. Treasury Notes 3.375% Due 2013	\$ 50,311	\$ 52,485
50 Federal Home Loan Bank 4.0% Due 2011	50,509	51,844
100 Federal Home Loan Bank 4.75% Due 2010	101,464	102,563
25 Federal Home Loan Bank 4.375% Due 2011	25,140	26,344
25 Federal Home Loan Bank 4.875% Due 2011	25,215	26,703
50 Federal Home Loan Mtg. Corp 5.125% Due 2012	50,859	54,313
21 Comcast Cable Comm. Holdings Bonds 8.375% Due 2013	21,956	24,207
<u>TOTAL BONDS</u>	<u>\$ 325,454</u>	<u>\$ 338,459</u>
 <u>COMMON STOCK</u>		
1,869 Shares, British Petroleum PLC	\$ 16,411	\$ 108,346
400 Shares, Colgate Palmolive Co.	22,916	32,860
7,000 Shares, Equitable Resources, Inc.	45,737	263,520
4,300 Shares, Exxon Corp.	7,705	272,760
4,000 Shares, McGraw Hill Cos., Inc.	12,889	134,040
2,000 Shares, Merck & Co., Inc.	5,082	73,080
1,600 Shares, Union Pacific Corp.	7,873	102,240
<u>TOTAL COMMON STOCK</u>	<u>\$ 118,613</u>	<u>\$ 986,846</u>

See accompanying notes and accountant's report.

OPPENHEIM FOUNDATION
SCHEDULE II
INVESTMENTS AT DECEMBER 31, 2008

	COST	MARKET VALUE
<u>BONDS</u>		
50 U.S. Treasury Notes 3.375% Due 2013	\$ 50,311	\$ 54,614
25 U.S. Treasury Notes 3.375% Due 2009	25,198	25,531
50 Federal Home Loan Bank 5.475% Due 2009	49,221	50,078
50 Federal Home Loan Bank 4.0% Due 2011	50,509	52,844
100 Federal Home Loan Bank 4.75% Due 2010	101,464	106,000
25 Federal Home Loan Bank 4.375% Due 2011	25,140	26,930
25 Federal Home Loan Bank 4.875% Due 2011	25,215	27,297
50 Federal Home Loan Mtg. Corp 5.125% Due 2012	50,859	55,235
21 Comcast Cable Comm. Holdings Bonds 8.375% Due 2013	21,956	21,275
3 AT&T Corp. Global Bonds 6.00% Due 2009	2,994	3,009
	<u>\$ 402,867</u>	<u>\$ 422,813</u>
<u>TOTAL BONDS</u>		
 <u>COMMON STOCK</u>		
1,869 Shares, British Petroleum PLC	\$ 16,411	\$ 87,357
400 Shares, Colgate Palmolive Co.	22,916	27,416
7,000 Shares, Equitable Resources, Inc.	46,513	234,850
4,300 Shares, Exxon Corp.	8,283	343,269
780 Shares, General Motors Corp.	890	2,496
4,000 Shares, McGraw Hill Cos., Inc.	12,889	92,760
2,000 Shares, Merck & Co., Inc.	5,082	60,800
1,600 Shares, Union Pacific Corp.	7,873	76,480
	<u>\$ 120,857</u>	<u>\$ 925,428</u>
<u>TOTAL COMMON STOCK</u>		

See accompanying notes and accountant's report.

OPPENHEIM FOUNDATION
 SCHEDULE III
 CONTRIBUTIONS PAID
 YEARS ENDED DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
Keystone College, La Plume, PA	\$ 31,000	\$ 6,000
Commonwealth Medical College, Scranton, PA	20,100	-
Hunter College Foundation Brookdale Center, New York, NY	17,800	10,500
Gesher Jewish Day School	15,000	15,000
Lackawanna United Way, Scranton, PA	10,100	10,000
University of Scranton, Scranton, PA	6,700	10,500
SCOLA, Scranton, PA	6,100	10,500
Jewish Federation of NEPA, Scranton, PA	6,000	6,500
World Union for Progressive Judaism, New York, NY	5,000	5,000
Everhart Museum, Scranton, PA	5,000	5,000
Fund for Reform Judaism of URJ	5,000	5,000
Temple Hesed, Scranton, PA	3,400	3,900
WRJ Scholarships	3,000	-
Congregation Emanu-El	2,250	1,100
United Neighborhood Centers, Scranton, PA	2,000	1,000
Jewish Community Center, Scranton, PA	1,500	600
Jewish Home of Eastern PA, Scranton, PA	1,100	1,000
Northeastern PA Philharmonic, Moosic, PA	1,000	5,200
Marywood University, Scranton, PA	1,000	1,000
New Israel Fund, Washington, DC	1,000	1,000
Women's Resource Center, Scranton, PA	1,000	1,000
WVIA TV, Avoca, PA	1,000	1,000
Scranton Area Foundation, Scranton, PA	1,000	1,000
The Countryside Conservancy, La Plume, PA	600	700
Voluntary Action Center, Scranton, PA	500	600
Theatre for a New Audience, New York, NY	500	500
St. Francis of Assisi Kitchen, Scranton, PA	500	500
Red Bull Theatre, New York, NY	500	500
Day Nursery Association, Scranton, PA	300	300
Women of Reform Judaism, New York, NY	250	5,180
SLHDA	200	500
Lackawanna Historical Society, Scranton, PA	100	1,000
University of Scranton - Friends of the Library	100	600
Religious Action Center of Reform Judaism, New York, NY	-	12,000
Boca Raton Museum of Art, Boca Raton, FL	-	500
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<u>Subtotal</u>	\$ 150,600	\$ 124,680

See accompanying notes and accountant's report.

OPPENHEIM FOUNDATION
 SCHEDULE III
 CONTRIBUTIONS PAID (CONTINUED)
 YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
Balance Brought Forward	\$ 150,600	\$ 124,680
Employment Opportunity and Training Center, Scranton, PA	1,000	-
Allied Services, Scranton, PA	1,000	-
Electric Theatre Company, Scranton, PA	1,000	-
NE Regional Cancer Institute, Scranton, PA	1,000	-
URJ Religious Action Center	350	-
Jewish Federation of Tampa, Tampa, FL	250	-
Hope for Haiti, Naples, FL	200	100
Project Joy	200	-
WRI Circle of Service	180	-
Msgr. McGowan Scholarship Fund	125	-
Art for Artists	100	100
Lacka. Branch PA Assoc. for the Blind, Scranton, PA	100	100
Waverly Community House, Waverly, PA	100	100
Architectural Heritage Association	100	-
Germantown Jewish Center	100	-
Rosenzweig Fund	100	-
Jewish Family Services, Scranton, PA	100	500
The Feminist Press	-	300
Congregation Emanu-El of N.Y. - Tribute Fund	-	200
Msgr. McGowan Cornerstone Award, Scranton, PA	-	125
Columbia University, New York, NY	-	100
Children's Advocate Center	-	100
Timmy's Town Center	-	100
Nantucket Boys and Girls Club	-	100
Kiwanis Club of Scranton	-	50
	<u>\$ 156,605</u>	<u>\$ 126,655</u>
<u>TOTAL CONTRIBUTIONS PAID</u>	<u>\$ 156,605</u>	<u>\$ 126,655</u>

See accompanying notes and accountant's report.