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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

2009Department of the Treasury
Internal Revenue Service (77)

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

For calendar year 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 ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation SHARP EMMA O-OCHILTREE FOUNDATION-TR		A Employer identification number 23-7883781
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (412) 234-2281
	City or town, state, and ZIP code Pittsburgh PA 15230-0185		C If exemption application is pending, check here ☐
	H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 3,324,242		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	302,121			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	55,540	55,737		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	758,806			
	b Gross sales price for all assets on line 6a	1,587,093			
	7 Capital gain net income (from Part IV, line 2)		758,849		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	-576	-1,860	0		
12 Total. Add lines 1 through 11	1,115,891	812,726	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	32,100	19,260		12,840
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	407	407	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	32,507	19,667	0	12,840
	25 Contributions, gifts, grants paid	100,000			100,000
26 Total expenses and disbursements. Add lines 24 and 25	132,507	19,667	0	112,840	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	983,384				
b Net investment income (if negative, enter -0-)		793,059			
c Adjusted net income (if negative, enter -0-)			0		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

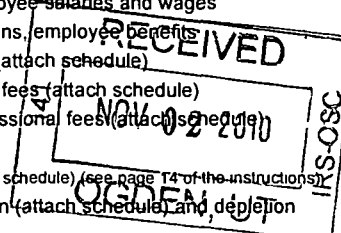
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	392,926	214,406	214,406
	3 Accounts receivable ▶	0	0	0
	Less allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶	0	0	0
	Less allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0	0	0
	Less allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use		0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
	Liabilities	11 Investments—land, buildings, and equipment basis ▶	0	
Less accumulated depreciation (attach schedule) ▶		0	0	0
12 Investments—mortgage loans				
13 Investments—other (attach schedule)		1,887,480	2,855,041	2,859,836
14 Land, buildings, and equipment basis ▶		0	0	0
Less accumulated depreciation (attach schedule) ▶		0	0	0
15 Other assets (describe ▶ OTHER ASSETS)		0	250,000	250,000
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,280,406	3,319,447	3,324,242
17 Accounts payable and accrued expenses			0	
18 Grants payable				
19 Deferred revenue		0		
20 Loans from officers, directors, trustees, and other disqualified persons	0	0		
21 Mortgages and other notes payable (attach schedule)	0	0		
22 Other liabilities (describe ▶)	0	0		
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 and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	2,280,406	3,319,447	
	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)	2,280,406	3,319,447		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,280,406	3,319,447		

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	2,280,406
2 Enter amount from Part I, line 27a	2	983,384
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	55,657
4 Add lines 1, 2, and 3	4	3,319,447
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	3,319,447

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 See Attached Statement				
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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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	758,806
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	0

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	94,042	1,808,133	0.052011
2007	45,955	808,151	0.056864
2006	43,909	311,519	0.140951
2005	4,837	946,318	0.005111
2004	4,528	843,687	0.005367

2 Total of line 1, column (d)	2	0.260304
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052061
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,512,454
5 Multiply line 4 by line 3	5	130,801
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,931
7 Add lines 5 and 6	7	138,732
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.	8	112,840

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	15,861	
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	15,861	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	15,861	
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 548			
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d		7	20,548	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	4,687	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 4,687 Refunded		11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 ▶ BNY Mellon, N.A.	Telephone no ▶ (412) 234-2281		
Located at ▶ P O Box 185 Pittsburgh PA		ZIP+4 ▶ 15230-0185		
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.		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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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**

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** 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
BNY Mellon, N.A. P O Box 185 Pittsburgh PA 15230-0185	CO-TRUSTEE SEE ATTACHED	23,978	0	0
John C. Harmon, Esq. 120 Fifth Ave., Suite 2900 Pittsburgh PA 15219	CO-TRUSTEE	5.00 8,122	0	0
		00	0	0
		00	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		0
		0
		0
		0
		0
		0

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 NONE	
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 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	0
Total. Add lines 1 through 3	0

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	2,093,691
b	Average of monthly cash balances	1b	457,024
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,550,715
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,550,715
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	38,261
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,512,454
6	Minimum investment return. Enter 5% of line 5	6	125,623

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	125,623
2a	Tax on investment income for 2009 from Part VI, line 5	2a	15,861
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,861
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,762
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	109,762
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	109,762

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	112,840
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	112,840
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	112,840

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				109,762
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	26,619			
d From 2007	10,323			
e From 2008	4,727			
f Total of lines 3a through e	41,669			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 112,840				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				109,762
e Remaining amount distributed out of corpus	3,078			
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	44,747			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
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)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	44,747			
10 Analysis of line 9				
a Excess from 2005	0			
b Excess from 2006	26,619			
c Excess from 2007	10,323			
d Excess from 2008	4,727			
e Excess from 2009	3,078			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	100,000
b Approved for future payment NONE				
Total			▶ 3b	0

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009**Name of the organization**

SHARP EMMA O-CHILTREE FOUNDATION-TR

Employer identification number

23-7883781

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

(HTA)

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Page 1 of 1 of Part I

Name of organization SHARP EMMA O-OCHILTREE FOUNDATION-TR	Employer identification number 23-7883781
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EMMA O SHARP FBO OCHILTREE FDN CLUT C/O BNY MELLON, N.A. P.O. BOX 185 PITTSBURGH PA 15230-0185 Foreign State or Province Foreign Country	\$ 302,121	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

SHARP EMMA O-OCHILTREE FOUNDATION-TR

23-7883781

Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name UNIVERSITY OF NORTH CAROLINA				☐ Person	☐ Business
Street CHAPEL HILL					
City NORTH CAROLINA	State NC	Zip code 27515	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 40,000

Name TRIANGLE LAND CONSERVANCY				☐ Person	☐ Business
Street 1101 HAYNES STREET					
City RALEIGH	State NC	Zip code 27604	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 10,000

Name NATIONAL PARK FOUNDATION				☐ Person	☐ Business
Street 1201 EYE STREET, NW, SUITE 550B					
City WASHINGTON	State DC	Zip code 20005	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 10,000

Name FRIENDS OF ORANGE COUNTY DSS				☐ Person	☐ Business
Street					
City NORTH CAROLINA	State NC	Zip code	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 5,000

Name FIRST PRESBYTERIAN CHURCH				☐ Person	☐ Business
Street					
City	State	Zip code	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 15,000

Name WOODWARD ACADEMY				☐ Person	☐ Business
Street 1662 RUGBY AVENUE					
City COLLEGE PARK	State GA	Zip code 30337	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 15,000

SHARP EMMA O-OCHILTREE FOUNDATION-TR

23-7883781

Page 2 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

NC SIERRA CLUB

☐

Person

☐

Business

Street

City

State

NC

Zip code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

5,000

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

**Attachment to Form 990-PF Part VIII, Column (b) Title and average hours
per week devoted to position**

As Trustee, the Bank of New York Mellon provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10265406314	SHARP EMMA O-OC		CASH	0	5,072 20	5,072 20
10265406314	SHARP EMMA O-OC	G1151C101	ACCENTURE PLC-CLA	230	9,545 00	8,871 35
10265406314	SHARP EMMA O-OC	H89128104	TYCO INTERNATIONAL LTD	420	14,985 60	15,049 15
10265406314	SHARP EMMA O-OC	00184X105	AOL INC	22	512 16	519 59
10265406314	SHARP EMMA O-OC	00206R102	AT & T INC	620	17,378 60	16,165 82
10265406314	SHARP EMMA O-OC	018581108	ALLIANCE DATA SYS CORP	150	9,688 50	10,306 50
10265406314	SHARP EMMA O-OC	03076C106	AMERIPRISE FINANCIAL INC	180	6,987 60	6,573 04
10265406314	SHARP EMMA O-OC	031162100	AMGEN INC	230	13,011 10	14,034 23
10265406314	SHARP EMMA O-OC	037411105	APACHE CORP	190	19,602 30	19,632 62
10265406314	SHARP EMMA O-OC	037833100	APPLE INC	150	31,609 80	28,343 25
10265406314	SHARP EMMA O-OC	052800109	AUTOLIV INC	220	9,539 20	8,273 94
10265406314	SHARP EMMA O-OC	055622104	BP PLC SPONS ADR	340	19,709 80	720 44
10265406314	SHARP EMMA O-OC	05569M509	BNY MELLON MID CAP STK FD CL	16,042 03	153,040 97	187,549 16
10265406314	SHARP EMMA O-OC	05569M616	BNY MELLON MONEY MARKET FUND	132,140 18	132,140 18	132,140 18
10265406314	SHARP EMMA O-OC	05569M780	BNY MELLON S/T US GVT SECS F	9,345 17	115,319 43	113,509 40
10265406314	SHARP EMMA O-OC	05569M830	BNY MELLON BOND FD CL M	33,275 87	428,593 26	415,000 00
10265406314	SHARP EMMA O-OC	05569M855	BNY MELLON EMERGING MARKETS	18,407 96	187,577 11	185,000 00
10265406314	SHARP EMMA O-OC	060505104	BANK OF AMERICA CORP	1,250 00	18,825 00	21,717 25
10265406314	SHARP EMMA O-OC	09247X101	BLACKROCK INC	30	6,966 00	7,011 30
10265406314	SHARP EMMA O-OC	125509109	CIGNA CORP	190	6,701 30	5,457 28
10265406314	SHARP EMMA O-OC	126650100	CVS CAREMARK CORP	660	21,258 60	25,033 87
10265406314	SHARP EMMA O-OC	171232101	CHUBB CORP	190	9,344 20	9,910 34
10265406314	SHARP EMMA O-OC	17275R102	CISCO SYSTEMS INC	1,010 00	24,179 40	24,556 94
10265406314	SHARP EMMA O-OC	191219104	COCA COLA ENTERPRISES INC	390	8,268 00	8,274 67
10265406314	SHARP EMMA O-OC	20825C104	CONOCOPHILLIPS	280	14,299 60	14,879 56
10265406314	SHARP EMMA O-OC	231021106	CUMMINS INC	210	9,630 60	10,644 38
10265406314	SHARP EMMA O-OC	235851102	DANAHER CORP	90	6,768 00	6,294 90
10265406314	SHARP EMMA O-OC	261980759	DREYFUS PREM LT TRM HI YLD-I	15,822 78	102,689 87	100,000 00
10265406314	SHARP EMMA O-OC	261986632	DREYFUS DIVERSIFIED INTL-I	15,182 18	146,963 56	150,000 00
10265406314	SHARP EMMA O-OC	263534109	DU PONT (E I) DE NEMOURS	160	5,387 20	176 96
10265406314	SHARP EMMA O-OC	268648102	E M C CORP MASS	840	14,674 80	15,238 78
10265406314	SHARP EMMA O-OC	30161N101	EXELON CORP	230	11,240 10	11,713 14
10265406314	SHARP EMMA O-OC	30231G102	EXXON MOBIL CORP	685	46,710 15	1,276 34
10265406314	SHARP EMMA O-OC	31428X106	FEDEX CORP	110	9,179 50	8,823 06
10265406314	SHARP EMMA O-OC	320517105	FIRST HORIZON NATIONAL CORP	560	7,502 88	7,574 67
10265406314	SHARP EMMA O-OC	354613101	FRANKLIN RES INC	70	7,374 50	7,763 35
10265406314	SHARP EMMA O-OC	369604103	GENERAL ELECTRIC COMPANY	990	14,978 70	781 17
10265406314	SHARP EMMA O-OC	38259P508	GOOGLE INC - CLA	40	24,799 20	22,081 75
10265406314	SHARP EMMA O-OC	406216101	HALLIBURTON CO	270	8,124 30	8,325 86
10265406314	SHARP EMMA O-OC	42809H107	HESS CORP	280	16,940 00	17,219 47

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10265406314	SHARP EMMA O-OC	428236103	HEWLETT PACKARD CO	400	20,604 00	19,335 48
10265406314	SHARP EMMA O-OC	437076102	HOME DEPOT INC	700	20,251 00	19,334 07
10265406314	SHARP EMMA O-OC	438516106	HONEYWELL INTL INC	270	10,584 00	10,393 38
10265406314	SHARP EMMA O-OC	441060100	HOSPIRA INC	230	11,730 00	10,790 45
10265406314	SHARP EMMA O-OC	444903108	HUMAN GENOME SCIENCES INC	280	8,562 40	7,950 07
10265406314	SHARP EMMA O-OC	459200101	INTERNATIONAL BUSINESS MACHI	110	14,399 00	13,525 60
10265406314	SHARP EMMA O-OC	46625H100	JPMORGAN CHASE & CO	550	22,918 50	25,321 89
10265406314	SHARP EMMA O-OC	48203R104	JUNIPER NETWORKS INC	210	5,600 70	5,741 53
10265406314	SHARP EMMA O-OC	48242W106	KBR INC	300	5,700 00	7,258 50
10265406314	SHARP EMMA O-OC	532716107	LIMITED BRANDS INC	580	11,159 20	11,290 45
10265406314	SHARP EMMA O-OC	58155Q103	MCKESSON CORPORATION	140	8,750 00	8,599 72
10265406314	SHARP EMMA O-OC	585055106	MEDTRONIC INC	210	9,235 80	7,936 64
10265406314	SHARP EMMA O-OC	58933Y105	MERCK & CO INC	547	19,987 38	16,691 27
10265406314	SHARP EMMA O-OC	594918104	MICROSOFT CORPORATION	520	15,849 60	13,727 69
10265406314	SHARP EMMA O-OC	617446448	MORGAN STANLEY	350	10,360 00	11,649 16
10265406314	SHARP EMMA O-OC	65248E203	NEWS CORP INC	1,150 00	18,308 00	17,346 60
10265406314	SHARP EMMA O-OC	655844108	NORFOLK SOUTHERN CORP	210	11,008 20	10,434 33
10265406314	SHARP EMMA O-OC	674599105	OCCIDENTAL PETROLEUM CORP	120	9,762 00	9,883 63
10265406314	SHARP EMMA O-OC	681919106	OMNICOM GROUP INC	230	9,004 50	8,897 50
10265406314	SHARP EMMA O-OC	68389X105	ORACLE CORP	630	15,453 90	13,992 74
10265406314	SHARP EMMA O-OC	701094104	PARKER HANNIFIN CORP	150	8,082 00	8,249 46
10265406314	SHARP EMMA O-OC	713448108	PEPSICO INC	270	16,416 00	16,771 97
10265406314	SHARP EMMA O-OC	717081103	PFIZER INC	1,520 00	27,648 80	27,506 38
10265406314	SHARP EMMA O-OC	718172109	PHILIP MORRIS INTERNAT-W/I	320	15,420 80	16,552 13
10265406314	SHARP EMMA O-OC	74005P104	PRAXAIR INC	110	8,834 10	9,318 80
10265406314	SHARP EMMA O-OC	742718109	PROCTER & GAMBLE CO	220	13,338 60	12,741 74
10265406314	SHARP EMMA O-OC	755111507	RAYTHEON CO	120	6,182 40	5,663 56
10265406314	SHARP EMMA O-OC	808513105	SCHWAB CHARLES CORP NEW	310	5,834 20	5,755 49
10265406314	SHARP EMMA O-OC	816851109	SEMPRA ENERGY	310	17,353 80	16,549 66
10265406314	SHARP EMMA O-OC	86271F677	DREYFUS SELECT MANAGERS S/C	4,615 38	76,430 78	75,000 00
10265406314	SHARP EMMA O-OC	86271F818	DREYFUS PREM STRAT GBL ST-I	12,135 92	152,305 82	150,000 00
10265406314	SHARP EMMA O-OC	87612E106	TARGET CORP	380	18,380 60	19,121 60
10265406314	SHARP EMMA O-OC	883203101	TEXTRON INC	460	8,652 60	9,213 11
10265406314	SHARP EMMA O-OC	883556102	THERMO FISHER SCIENTIFIC INC	300	14,307 00	13,848 06
10265406314	SHARP EMMA O-OC	887317303	TIME WARNER INC	250	7,285 00	7,338 81
10265406314	SHARP EMMA O-OC	904767704	UNILEVER PLC ADR	270	8,613 00	8,321 90
10265406314	SHARP EMMA O-OC	91912E105	VALE SA-SP ADR	420	12,192 60	11,422 78
10265406314	SHARP EMMA O-OC	92532F100	VERTEX PHARMACEUTICALS INC	300	12,855 00	10,466 28
10265406314	SHARP EMMA O-OC	92826C839	VISA INC-CLASS A SHRS	80	6,996 80	5,974 00
10265406314	SHARP EMMA O-OC	949746101	WELLS FARGO & COMPANY	370	9,986 30	11,187 21

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10265406314	SHARP EMMA O-OC	963320106	WHIRLPOOL CORP	100	8,066 00	7,372 39
10265406314	SHARP EMMA O-OC	98385X106	XTO ENERGY INC	350	16,285 50	15,879 92
10265406314	SHARP EMMA O-OC	9934AA008	MELLON OPTIMA L/S STRATEGY F	250,000 00	250,000 00	250,000 00

TOTAL FOR ACCT#10265406314					2,697,814 15	2,615,871 86

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10260208140	SHARP E-OCHILTR	05569M103	BNY MELLON LARGE CAP STK FD	43,528 56	325,158 35	393,431 22
10260208140	SHARP E-OCHILTR	05569M616	BNY MELLON MONEY MARKET FUND	82,265 33	82,265 33	82,265 33
10260208140	SHARP E-OCHILTR	05569M806	BNY MELLON SMALL CAP STK FD	3,431 87	32,088 03	41,385 03
10260208140	SHARP E-OCHILTR	05569M814	BNY MELLON INTERMEDIATE BOND	14,648 50	186,914 89	186,492 44
TOTAL FOR ACCT#10260208140					626,426 60	703,574 02

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Check "X" if Sale of Security		Description		CUSIP #		Purchaser		Check "X" if Purchaser is a Business		Date Acquired		Acquisition Method		Totals				
																Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss		
Long Term CG Distributions																		1,587,093	828,287	758,806
Short Term CG Distributions																		0	0	0
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation							
1	X	BNY MELLON LARGE CAP ST	05569M103			10/15/2007		10/16/2009	16,082	27,000										
2	X	BNY MELLON LARGE CAP ST	05569M103			12/14/2005		10/16/2009	23,860	33,242										
3	X	BNY MELLON LARGE CAP ST	05569M103			8/2/2007		10/16/2009	152,860	240,000										
4	X	BNY MELLON LARGE CAP ST	05569M103			1/22/2008		10/16/2009	127,433	155,000										
5	X	BNY MELLON LARGE CAP ST	05569M103			5/5/2008		10/16/2009	38,004	50,000										
6	X	BNY MELLON LARGE CAP ST	05569M103			12/17/2008		10/16/2009	5,428	4,343										
7	X	BNY MELLON SMALL CAP ST	05569M806			8/2/2007		10/16/2009	12,363	20,000										
8	X	BNY MELLON SMALL CAP ST	05569M806			10/15/2007		10/16/2009	4,120	7,000										
9	X	AOL INC	00184X105			10/19/2009		12/29/2009	17	17										
10	X	BP PLC SPONS ADR	055622104			7/24/1969		10/19/2009	328,087	16,241										
11	X	BNY MELLON SMALL CAP ST	05569M806			12/3/2008		10/16/2009	29	23										
12	X	BNY MELLON SMALL CAP ST	05569M806			3/27/2009		10/16/2009	5	3										
13	X	BNY MELLON INTERNATIONAL	05569M871			2/7/2002		10/16/2009	24,314	25,000										
14	X	BNY MELLON INTERNATIONAL	05569M871			4/3/2002		10/16/2009	3,537	4,000										
15	X	BNY MELLON INTERNATIONAL	05569M871			8/22/2003		10/16/2009	13,582	15,000										
16	X	BNY MELLON INTERNATIONAL	05569M871			10/2/2006		10/16/2009	16,526	28,000										
17	X	BNY MELLON INTERNATIONAL	05569M871			6/15/2007		10/16/2009	8,675	15,000										
18	X	BNY MELLON INTERNATIONAL	05569M871			8/2/2007		10/16/2009	24,063	40,000										
19	X	BNY MELLON INTERNATIONAL	05569M871			10/15/2007		10/16/2009	18,992	33,000										
20	X	BNY MELLON INTERNATIONAL	05569M871			1/22/2008		10/16/2009	32,163	40,000										
21	X	BNY MELLON INTERNATIONAL	05569M871			5/5/2008		10/16/2009	7,403	10,000										
22	X	BNY MELLON INTERNATIONAL	05569M871			12/16/2008		10/16/2009	4,506	3,595										
23	X	BROADCOM CORP CL A	111320107			10/19/2009		11/3/2009	5,956	6,967										
24	X	DU PONT (E I) DE NEMOURS	263534109			7/24/1969		10/19/2009	110,461	3,528										
25	X	EXXON MOBIL CORP	30231G102			7/24/1969		10/19/2009	376,387	9,503										
26	X	GENERAL ELECTRIC COMPA	369604103			10/19/2009		10/19/2009	216,017	10,723										
27	X	GILEAD SCIENCES INC	375558103			10/19/2009		12/1/2009	5,746	5,754										
28	X	GILEAD SCIENCES INC	375558103			10/19/2009		12/2/2009	2,140	2,135										
29	X	MERCK & CO INC	58933Y105			10/19/2009		12/8/2009	34	31										
30	X	SCHERING PLOUGH CORP	806605101			10/19/2009		11/3/2009	7,245	8,601										
31	X	STATE STREET CORP	857477103			10/19/2009		12/11/2009	3,556	4,766										
32	X	STATE STREET CORP	857477103			10/19/2009		12/11/2009	4,411	5,825										
33	X	TAIWAN SEMICONDUCTOR M	874039100			10/19/2009		11/3/2009	227	239										
34	X	TAIWAN SEMICONDUCTOR M	874039100			10/19/2009		11/3/2009	2,248	2,374										
35	X	TAIWAN SEMICONDUCTOR M	874039100			10/19/2009		11/4/2009	433	449										
36	X	TAIWAN SEMICONDUCTOR M	874039100			10/19/2009		11/4/2009	896	928										

Line 11 (990-PF) - Other Income

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		-576	-1,860	0
1	FED TAX REFUND	1,294		
2	MELLON OPTIMA US STRATEGY FUND	-1,870	-1,860	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 18 (990-PF) - Taxes

		407		407	0	
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	0
1	FOREIGN TAXES PAID	407	407			
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		1,887,480	2,855,041	2,859,836
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 15 (990-PF) - Other Assets

		0	250,000	250,000
	Description	Beginning Balance	Ending Balance	Fair Market Value
1	OTHER ASSETS		250,000	250,000
2				
3				
4				
5				
6				
7				
8				
9				
10				

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	TAX COST ADJUSTMENT	1	42,942
2	PARTNERSHIP ADJUSTMENT	2	12,715
3	Total	3	55,657

Long Term CG Distributions	-10,165
Short Term CG Distributions	-548

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	BNY Mellon, N.A.		P O Box 185	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTA	23,978
2	John C. Harmon, Esq		120 Fifth Ave., Suite 2900	Pittsburgh	PA	15219		CO-TRUSTEE	5	8,122
3										
4										
5										
6										
7										
8										
9										
10										

32,100

Part XVI-A, Lines 1a-1f (990-PF) - Program Service Revenue

		Unrelated Business Income		Excluded by Section 512, 513, or 514		
	Program Service Revenue	Business Code	Amount	Exclusion Code	Amount	Related or Exempt Function Income
1	CONTRIBUTIONS FROM OCHILTR					302,121
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						

Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

		Unrelated Business Income		Excluded by Section 512, 513, or 514		
	Program Service Revenue	Business Code	Amount	Exclusion Code	Amount	Related or Exempt Function Income
1	FED TAX REFUND			42	1,294	
2	MELLON OPTIMA L/S STRATEGY F	900001	-10	41	-1,860	
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	548
2 First quarter estimated tax payment	2	0
3 Second quarter estimated tax payment	3	0
4 Third quarter estimated tax payment	4	0
5 Fourth quarter estimated tax payment	5	0
6 Other payments	6	0
7 Total	7	548

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

List Managers who contributed more than 2%
of the total contributions received by the foundation

1 NONE
2 _____
3 _____
4 _____
5 _____
6 _____
7 _____
8 _____
9 _____
10 _____

List Managers who own 10% or more of the stock
of a corporation of which the foundation has a 10%
or greater interest

NONE

MELLON OPTIMA L/S STRATEGY FUND, LLC
SCHEDULE K-1 SUPPORTING SCHEDULES

Form **8868**(Rev. April 2009)
Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form). **Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization SHARP EMMA O-OCHILTREE FOUNDATION-TR	Employer identification number 23-7883781
	Number, street, and room or suite no. If a P.O. box, see instructions BNY Mellon, N.A. - P.O. Box 185	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Pittsburgh PA 15230-0185	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

• The books are in the care of ▶ **BNY Mellon, N.A. P.O. Box 185 Pittsburgh PA 15230-0185**Telephone No ▶ **(412)234-2281** FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ ☒ calendar year 2009 or
▶ ☐ tax year beginning _____, and ending _____

- 2** If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	20,548
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	548
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	20,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.For Privacy Act and Paperwork Reduction Act Notice, see Instructions.
(HTA)Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	SHARP EMMA O-OCHILTREE FOUNDATION-TR	23-7883781
	Number, street, and room or suite no. If a P O box, see instructions	For IRS use only
	BNY Mellon, N.A. - P O Box 185	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Pittsburgh PA 15230-0185	

Check type of return to be filed (File a separate application for each return).

- | | | | |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| ☐ Form 990 | ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 6069 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 4720 | ☐ Form 8870 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **BNY Mellon, N.A. P O Box 185 Pittsburgh PA 15230-0185**
- Telephone No. **(412) 234-0108** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4** I request an additional 3-month extension of time until **11/15/2010**
- 5** For calendar year **2009**, or other tax year beginning _____, and ending _____
- 6** If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7** State in detail why you need the extension **More time is requested to acquire all information needed to complete and file an accurate return**

8 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶

Title ▶

Date ▶

Form **8868** (Rev 4-2009)