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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, 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

Name of foundation
THE JESSE H AND SUSAN R OPPENHEIMER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
312 E HERMOSA

City or town, state, and ZIP code
SAN ANTONIO TX 78212

A Employer identification number
74-6032845

B Telephone number (see page 10 of the instructions)
210-826-5809

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 5,443,221

J Accounting method: [X] 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)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	99,439	99,439		
	4	Dividends and interest from securities	51,236	51,236		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-14,426			
	b	Gross sales price for all assets on line 6a 1,416,345				
	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) STMT 1	188	188		
	12	**Total.** Add lines 1 through 11	136,437	150,863		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 2	13,091	13,091		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 3	2,835	35		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	15,926	13,126	0	0
	25	Contributions, gifts, grants paid	242,693			242,693
	26	**Total expenses and disbursements.** Add lines 24 and 25	258,619	13,126	0	242,693
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-122,182			
	b	**Net investment income** (if negative, enter -0-)		137,737		
	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 (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	122,698	267,503	267,503
3	Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (att. schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S. and state government obligations (attach schedule) STMT 4	1,973,716	1,757,523	1,852,451
b	Investments—corporate stock (attach schedule) SEE STMT 5	1,964,433	1,914,451	2,648,628
c	Investments—corporate bonds (attach schedule) SEE STMT 6	598,337	597,834	636,986
11	Investments—land, buildings, and equipment. basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) SEE STATEMENT 7	36,396	36,396	37,640
14	Land, buildings, and equipment. basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶ SEE STATEMENT 8)	320	13	13
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,695,900	4,573,720	5,443,221
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ 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	4,695,900	4,573,720	
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,695,900	4,573,720	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,695,900	4,573,720	

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	4,695,900
2	Enter amount from Part I, line 27a	2	-122,182
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	2
4	Add lines 1, 2, and 3	4	4,573,720
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	4,573,720

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 WORKSHEET			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	-14,426
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	-24,722

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? [X] 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))
2009			
2008			
2007			
2006			
2005			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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 ▶ ☐ 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	2,755
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,755
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,755
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a 3,444		
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	3,444
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	689
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 689 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year? N/A	1c		
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	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ SUSAN R OPPENHEIMER Telephone no ▶ 210-826-5809
312 E HERMOSA
Located at ▶ SAN ANTONIO TX ZIP+4 ▶ 78212

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	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 2010?		4b		X

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

			Yes	No
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)? N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
SUSAN R OPPENHEIMER SAN ANTONIO 711 NAVARRO, STE 620 TX 78205	TRUSTEE 4.00	0	0	0
J DAVID OPPENHEIMER SAN ANTONIO 711 NAVARRO, STE 620 TX 78205	TRUSTEE 4.00	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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see 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 ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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	
All other program-related investments See page 24 of the instructions 3	
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	5,085,189
b	Average of monthly cash balances	1b	219,826
c	Fair market value of all other assets (see page 25 of the instructions)	1c	13
d	**Total** (add lines 1a, b, and c)	1d	5,305,028
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	5,305,028
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	79,575
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,225,453
6	**Minimum investment return.** Enter 5% of line 5	6	261,273

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	261,273
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,755		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,755
3	Distributable amount before adjustments Subtract line 2c from line 1			3	258,518
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	258,518
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	258,518

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	242,693
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	242,693
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	242,693

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				258,518
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			237,632	
b	Total for prior years: 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2010				
a	From 2005				
b	From 2006				
c	From 2007				
d	From 2008				
e	From 2009				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2010 from Part XII, line 4. ▶ $ 242,693				
a	Applied to 2009, but not more than line 2a			237,632	
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 2010 distributable amount				5,061
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2010 (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				
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				253,457
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2006				
b	Excess from 2007				
c	Excess from 2008				
d	Excess from 2009				
e	Excess from 2010				

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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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:

N/A

c Any submission deadlines

N/A

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

N/A

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 10				242,693
Total			▶ 3a	242,693
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	99,439	
4 Dividends and interest from securities			14	51,236	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	188	
8 Gain or (loss) from sales of assets other than inventory			14	-14,426	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		136,437	0

13 Total. Add line 12, columns (b), (d), and (e) 13 136,437

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Susan R Oppenheimer 5/13/11

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
DAVID ZURBRIGGEN	H Zurbriggen, CPA	5/9/11	

Firm's name ▶ FINDLING, MILAM & PYLE | PTIN P00104993

Firm's address ▶ 3011 NACOGDOCHES ROAD, BUILDING 2 | Firm's EIN ▶ 74-1470214

SAN ANTONIO, TX 78217 | Phone no 210-824-3224

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2010

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

Name
THE JESSE H AND SUSAN R OPPENHEIMER FOUNDATION

Employer Identification Number
74-6032845

	(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)
(1)	500 SH BECKMAN COULTER INC	P	VARIOUS	07/27/10
(2)	1,200 SH DOW CHEMICAL CO	P	10/05/09	07/02/10
(3)	1,200 SH DR PEPPER SNAPPLE GROUP INC	P	03/09/10	09/10/10
(4)	1,700 SH JABIL CIRCUIT INC	P	03/24/10	08/26/10
(5)	825 SH LAZARD LTD CL A	P	09/16/10	10/12/10
(6)	500 SH TEVA PHARMACEUTICAL INDS LTD	P	02/17/10	11/12/10
(7)	200 SH TRANSOCEAN LTD	P	03/03/10	05/26/10
(8)	600 SH XTO ENERGY INC	P	07/20/09	03/16/10
(9)	1,200 SH ABBOTT LABORATORIES	P	07/27/07	11/30/10
(10)	900 SH AT & T INC	P	03/06/06	03/10/10
(11)	600 SH BANK OF NEW YORK MELLON CORP	P	03/27/06	02/26/10
(12)	550 SH BP AMOCO PLC	P	01/16/04	06/03/10
(13)	550 SH BP AMOCO PLC	P	01/16/04	06/11/10
(14)	340 SH CHEVRON CORPORATION	P	12/15/87	04/15/10
(15)	3,000 SH CISCO SYSTEM INC	P	VARIOUS	07/20/10

	(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)
(1)	23,220		33,458	-10,238
(2)	27,354		29,811	-2,457
(3)	41,701		40,356	1,345
(4)	18,284		28,099	-9,815
(5)	29,219		28,324	895
(6)	25,145		28,861	-3,716
(7)	11,627		16,575	-4,948
(8)	28,197		23,985	4,212
(9)	55,779		60,943	-5,164
(10)	22,923		24,625	-1,702
(11)	16,978		20,756	-3,778
(12)	20,944		26,248	-5,304
(13)	18,617		26,248	-7,631
(14)	27,689		412	27,277
(15)	66,519		69,097	-2,578

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-10,238
(2)				-2,457
(3)				1,345
(4)				-9,815
(5)				895
(6)				-3,716
(7)				-4,948
(8)				4,212
(9)				-5,164
(10)				-1,702
(11)				-3,778
(12)				-5,304
(13)				-7,631
(14)				27,277
(15)				-2,578

1325 05/06/2011 1 30 PM

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** — For calendar year 2010, or tax year beginning , and ending — **2010**

Name: THE JESSE H AND SUSAN R OPPENHEIMER FOUNDATION

Employer Identification Number: 74-6032845

	(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)
(1)	1,700 SH DENTSPLY INTERNATIONAL INC	P	06/06/07	02/17/10
(2)	1,600 SH DOMINION RES INC	P	VARIOUS	04/26/10
(3)	1,300 SH DE PONT E I DE NEMOURS & CO	P	VARIOUS	05/19/10
(4)	1,000 SH GENERAL DYNAMICS CORP	P	VARIOUS	07/22/10
(5)	1,300 SH HEWLETT PACKARD CO	P	05/16/08	09/14/10
(6)	2,100 SH JPMORGAN CHASE & CO	P	VARIOUS	05/17/10
(7)	700 SH KOHLS CORP	P	11/20/08	02/09/10
(8)	300 SH LOCKHEED MARTIN CORP	P	03/26/09	09/01/10
(9)	1,400 SH MICROSOFT CORP	P	VARIOUS	11/30/10
(10)	1,200 SH NORTHERN TRUST CORP	P	08/18/04	02/26/10
(11)	500 SH PHILIP MORRIS INT'L INC	P	VARIOUS	03/09/10
(12)	800 SH PNC FINANCIAL SERVICES GROUP	P	03/19/09	03/24/10
(13)	1,300 SH QUALCOMM INC	P	VARIOUS	03/10/10
(14)	200 SH TRAVELERS COMPANIES INC	P	01/23/08	04/29/10
(15)	1,000 SH TRAVELERS COMPANIES INC	P	01/23/08	04/30/10

	(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)
(1)	56,154		61,552	-5,398
(2)	67,179		60,658	6,521
(3)	47,615		61,545	-13,930
(4)	60,965		72,939	-11,974
(5)	50,422		61,304	-10,882
(6)	81,849		89,646	-7,797
(7)	34,636		19,638	14,998
(8)	21,082		21,205	-123
(9)	35,431		38,954	-3,523
(10)	63,587		50,337	13,250
(11)	25,123		21,434	3,689
(12)	48,002		25,301	22,701
(13)	50,586		54,570	-3,984
(14)	10,206		9,172	1,034
(15)	50,962		45,860	5,102

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-5,398
(2)				6,521
(3)				-13,930
(4)				-11,974
(5)				-10,882
(6)				-7,797
(7)				14,998
(8)				-123
(9)				-3,523
(10)				13,250
(11)				3,689
(12)				22,701
(13)				-3,984
(14)				1,034
(15)				5,102

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Form 990-PF	Capital Gains and Losses for Tax on Investment Income For calendar year 2010, or tax year beginning , and ending	2010

Name	Employer Identification Number
THE JESSE H AND SUSAN R OPPENHEIMER FOUNDATION	74-6032845

	(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)
(1)	800 SH WAL MART STORES INC	P	VARIOUS	11/12/10
(2)	600 SH ZIMMER HLDGS INC	P	02/23/06	02/01/10
(3)	100,000 PV DURHAM N C SER B TAX 4.5%	P	01/26/06	06/01/10
(4)	100,000 PV KENDALL KANE WILL CNTY 4.	P	12/20/04	10/01/10
(5)	FROST NATIONAL BANK, TRUSTEE			
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	43,164		38,519	4,645
(2)	34,100		41,890	-7,790
(3)	100,000		98,449	1,551
(4)	100,000		100,000	
(5)	1,086			1,086
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				4,645
(2)				-7,790
(3)				1,551
(4)				
(5)				1,086
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
LITIGATION SETTLEMENT	$ 188	$ 188	$
TOTAL	$ 188	$ 188	$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
AUSTIN, CALVERT & FLAVIC - INV M	$ 8,025	$ 8,025	$	$
FROST NATIONAL BANK - INV MANGMN	5,066	5,066		
TOTAL	$ 13,091	$ 13,091	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2010 ESTIMATED TAX PAYMENTS	$ 2,800	$	$	$
FOREIGN TAX	35	35		
TOTAL	$ 2,835	$ 35	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100,000 BELLINGHAM WA 5.25% 12/01/14	$ 100,789	$ 100,643	COST	$ 110,170
150,000 DALLAS TEXAS CONVENTION CENT	155,753	154,902	COST	159,474
100,000 DURHAM N CAROLINA 4.5%	98,449		COST	
50,000 FED FARM CR BKS 1.8% 03/17/11	50,054	50,009	COST	50,164
25,000 FED FARM CR BKS 2.6% 03/04/13	24,961	24,961	COST	25,979
50,000 FED FARM CR BKS 3.7% 05/15/13	51,620	51,154	COST	53,306
100,000 FED FARM CR 3.75% 02/05/14	103,574	102,738	COST	107,728
125,000 FED HOME LN 3.125% 12/13/13	126,856	126,404	COST	131,869
50,000 FED HOME LN 3.875% 03/08/13	51,747	51,214	COST	53,332
100,000 FED HOME LN 4.625% 2/18/11	98,749	98,749	COST	100,543
100,000 FED NATL MTG 4.375% 09/15/12	100,067	100,041	COST	106,352
100,000 FED NATL MTG 5% 03/15/16	100,368	100,315	COST	112,973
100,000 FED NATL MTG 5% 08/02/12	100,488	100,305	COST	106,951
100,000 INDIANA 5.35% 07/15/15	100,659	100,453	COST	104,088
100,000 KENDALL KANE WILL 4.5%	113,726		COST	
100,000 LEWISTON MA 4.8% 04/15/16	97,048	97,048	COST	104,754
100,000 NAPERVILLE ILL 5.25%	100,674	100,453	COST	107,409
100,000 OREGON ST 5.125% 04/01/16	99,718	99,718	COST	105,779
100,000 SUPERIOR WISCONSIN SCHOOL DI	100,000	100,000	COST	103,295
100,000 WILL CO ISD 4.1% 11/01/11	98,416	98,416	COST	102,065
100,000 WILL CO ISD #88 4.8% 10/01/1	100,000	100,000	COST	106,220
TOTAL	$ 1,973,716	$ 1,757,523		$ 1,852,451

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1,200 SH ABBOTT LABORATORIES	$ 60,943	$	COST	$
850 SH ALCOA INC	38,131	38,131	COST	13,082
300 SH ALLERGAN INC		19,066	COST	20,601
1,100 SH AMERISOURCEBERGEN CORP		32,505	COST	37,532
300 SH APPLE INC	25,626	25,626	COST	96,768
900 SH AT&T INC	24,625		COST	
600 SH BANK OF NEW YORK MELLON CORP	20,756		COST	
500 SH BECTON DICKINSON & CO		38,339	COST	42,260
600 SH BORGWARNER INC	19,206	19,206	COST	43,416
1,100 SH BP PLC SPONSORED ADR	52,496		COST	
1,300 SH BROADCOM CORP CL A		44,138	COST	56,615
1,900 SH CARNIVAL CORP PAIRED CTF 1	21,292	21,292	COST	87,609
700 SH CATERPILLAR INC		44,200	COST	65,562
700 SH CHEVRON CORPORATION	1,261	849	COST	63,875
3,000 SH CISCO SYSTEM INC	69,097		COST	
100 SH CME GROUP INC	24,535	24,535	COST	32,175
1,800 SH COLGATE-PALMOLIVE CO	93,960	93,960	COST	144,666
600 SH COOPER INDUSTRIES PLC CL A		29,904	COST	34,974
730 SH CSX CORP		38,857	COST	47,165
1,700 SH DENTSPLY INTERNATIONAL INC	61,552		COST	
800 SH DISNEY (WALT) COMPANY HOLDING		26,725	COST	30,008
1,600 SH DOMINION RES INC	60,658		COST	
1,200 SH DOW CHEMICAL CO	29,811		COST	
1,300 SH DU PONT E I DE NEMOURS & CO	61,545		COST	
800 SH EMERSON ELECTRIC CO	29,938	29,938	COST	45,736
800 SH EXPEDITORS INTL WASHINGTON IN		29,754	COST	43,680

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
550 SH FLUOR CORP	$	$ 30,657	COST	$ 36,443
1,000 SH GENERAL DYNAMICS CORP	72,939		COST	
2,000 SH GENERALMILLS INC	4,530	4,530	COST	71,180
650 SH GENUINE PARTS CO		28,459	COST	33,371
1,400 SH HALLIBURTON CO	32,871	42,774	COST	57,162
1,300 SH HEWLETT PACKARD CO	61,304		COST	
1,400 SH HOME DEPOT INC	33,441	33,441	COST	49,084
700 SH HONEYWELL INTERNATIONAL INC	27,176	27,176	COST	37,212
500 SH ILLINOIS TOOL WORKS INC	19,003	19,003	COST	26,700
400 SH INT'L FLAVORS & FRAGRANCES IN		21,674	COST	22,236
1,400 SH INTEL CORP		27,288	COST	29,442
2,200 SH JOHNSON & JOHNSON	112,662	112,662	COST	136,070
1,100 SH JOHNSON CONTROLS INC		37,986	COST	42,020
2,100 SH JPMORGAN CHASE & CO	89,646		COST	
900 SH KLA-TENCOR CORP		26,273	COST	34,776
700 SH KOHLS CORP	19,638		COST	
300 SH LOCKHEED MARTIN CORP	21,205		COST	
300 SH LUBRIZOL CORP		26,792	COST	32,064
1,025 SH MARRIOTT INTERNATIONAL INC		40,476	COST	42,579
1,700 SH MICROCHIP TECHNOLOGY INC	52,205	49,368	COST	58,157
1,400 SH MICROSOFT CORP	38,954		COST	
3,380 SH MICROSOFT CORP	122,099	122,099	COST	94,336
1,025 SH MORGAN STANLEY		27,805	COST	27,890
350 SH NATIONAL-OILWELL VARCO INC		21,853	COST	23,538
600 SH NIKE INC CL B	35,369	35,369	COST	51,252
1,200 SH NORTHERN TRUST CORP	50,337		COST	

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
600 SH OCCIDENTAL PETROLEUM CORP	$	$ 53,165	COST	$ 58,860
1,600 SH ORACLE CORPORATION		37,822	COST	50,080
500 SH PARKER HANNIFIN CORP		31,920	COST	43,150
2,100 SH PEPSICO INC	85,000	85,000	COST	137,193
500 SH PHILIP MORRIS INT'L INC	21,434		COST	
800 SH PNC FINANCIAL SERVICES GROUP	25,301		COST	
300 CH PRAXAIR INC		23,002	COST	28,641
575 SH PRICE T ROWE GROUP INC		27,302	COST	37,111
1,950 SH PROCTER & GAMBLE CO	68,149	68,150	COST	125,444
1,300 SH QUALCOMM INC	54,570		COST	
500 SH SCHLUMBERGER LIMITED		27,915	COST	41,750
500 SH SIGMA-ALDRICH CORP		28,534	COST	33,280
1,100 SH STARBUCKS CORP		27,056	COST	35,343
700 SH TARGET CORP	30,008	30,008	COST	42,091
900 SH THE HERSHEY COMPANY	31,734	31,734	COST	42,435
455 SH 3M CO		36,256	COST	39,267
1,200 SH TRAVELERS COMPANIES INC	55,032		COST	
600 SH UNITED PARCEL SERVICE CL B		38,870	COST	43,548
250 SH VISA INC CL A		18,720	COST	17,595
800 SH WAL MART STORES INC	38,519		COST	
2,225 SH WESTERN UNION CO		37,642	COST	41,318
700 SH XILINX INC		18,645	COST	20,286
600 SH XTO ENERGY INC	23,985		COST	
600 SH ZIMMER HLDGS INC	41,890		COST	

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOTAL	$ 1,964,433	$ 1,914,451		$ 2,648,628

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100,000 AMERICAN EXPRESS CO 5.25%	$ 100,087	$ 100,032	COST	$ 103,112
100,000 CREDIT SUISSE FIRST BOSTON	98,414	98,414	COST	109,223
100,000 GENERAL ELECTRIC CO 5%	101,346	100,928	COST	106,897
100,000 GOLDMAN SACHS GROUP INC 5%	99,234	99,234	COST	100,109
100,000 MORGAN STANLEY 5.3% 03/01/13	100,086	100,056	COST	106,562
100,000 PROCTER & GAMBLE CO 4.95%	99,170	99,170	COST	111,083
TOTAL	$ 598,337	$ 597,834		$ 636,986

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
5,000 ISRAEL ST DLR 4%	$ 5,000	$ 5,000	COST	$ 4,999
ISRAEL BOND 02/01/14	6,396	6,396	COST	5,000
25,000 ISRAEL ST 3RD JUBILEE 5.05%	25,000	25,000	COST	27,641
TOTAL	$ 36,396	$ 36,396		$ 37,640

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ACCOUNTS RECEIVABLE	$ 6	$ 13	$ 13
PURCHASED INTEREST	314		
TOTAL	$ 320	$ 13	$ 13

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Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
ROUNDING	$ 2
TOTAL	$ 2

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Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	$
TOTAL	$ 0

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
ALAMO COMMUNITY COLLEGE SAN ANTONIO TX 78204-1429	201 E SHERIDAN, STE C-3 N/A	PUBLIC	EDUCATION	7,000
ALZHEIMER'S ASSOCIATION CLARKSBURG MD 20871-1950	P O BOX 1950 N/A	PUBLIC	MEDICAL	200
AMERICAN JEWISH NEW YORK NY 10022	165 EAST 56TH ST N/A	PUBLIC	EDUCATION	250
AMERICAN JEWISH WORLD WASHINGTON DC 20090-6061	P O BOX 9601 N/A	PUBLIC	RELIGION	1,000
AMERICAN RED CROSS SAN ANTONIO TX 78219	3642 E HOUSTON ST N/A	PUBLIC	MEDICAL	700
AMERICANS FOR PEACE NOW WASHINGTON DC 20005-5601	1101 14TH ST NW 6TH FLOOR N/A	PUBLIC	EDUCATION	1,300
AMERICANS FOR PEACE NOW LOS ANGELES CA 90036	5870 WEST OLYMPIC BLVD N/A	PUBLIC	EDUCATION	500
AMNESTY INTERNATIONAL WASHINGTON DC 20090	P O BOX 96756 N/A	PUBLIC	EDUCATION	2,000
ANIMAL DEFENSE LEAGUE OF SAN ANTONIO TX 78217	11300 NACOGDOCHES ROAD N/A	PUBLIC	EDUCATION	250
ASPCA WASHINGTON DC 20077-7127	P O BOX 96929 N/A	PUBLIC	EDUCATION	500
ATLANTA SYMPHONY ATLANTA GA 30309	WOODRUFF ART CENTER N/A	PUBLIC	EDUCATION	3,000
BEST FRIENDS ANIMAL KANUB UT 84741-5000	5001 ANGEL CANYON DR N/A	PUBLIC	EDUCATION	500
BOYSVILLE CONVERSE TX 78109	8555 E LOOP N 1604 N/A	PUBLIC	EDUCATION	100
CAMBRIDGE IN AMERICA NEW YORK NY 10087-9123	P O BOX 9123 JAF BLDG N/A	PUBLIC	EDUCATION	2,000
CANINE COMPANIONS OCEANSIDE CA 92052-4568	P O BOX 4568 N/A	PUBLIC	EDUCATION	500
CENTER FOR INTERNATIONAL WASHINGTON DC 20036-2000	1717 MASSACHUSETTS AVE NW N/A	PUBLIC	EDUCATION	200
CHATAUQUA FUND CHATAUQUE NY 14722	P O BOX 28 ONE AMES AVE N/A	PUBLIC	EDUCATION	200
CHRISTUS SANTA ROSA SAN ANTONIO TX 78209	P O BOX 91259 N/A	PUBLIC	MEDICAL	200

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
COMMUNITIES IN MIND DALLAS TX 75225	3533 GREENBRIER N/A	PUBLIC	EDUCATION	28,000
CONCORD COALITION WASHINGTON DC 20077-7850	P O BOX 96536 N/A	PUBLIC	EDUCATION	300
DEFENDERS OF WILDLIFE MERRIFIELD VA 22116	P O BOX 1533 N/A	PUBLIC	EDUCATION	1,000
DISABLED AMERICAN COLD SPRING KY 41076	3725 ALEXANDRIA PIKE N/A	PUBLIC	CHARITABLE SERVICE TRUST	200
DISABLED AMERICAN CINCINNATI OH 45250-0301	P O BOX 14301 N/A	PUBLIC	EDUCATION	250
DOCTORS WITHOUT BORDERS HAGERSTOWN MD 21741-9804	P O BOX 5022 N/A	PUBLIC	MEDICAL	4,500
EASTER SEALS SAN ANTONIO TX 78229	2203 BABCOCK RD N/A	PUBLIC	MEDICAL	100
ENVIRONMENTAL DEFENSE NEW YORK NY 10010	257 PARK AVE S N/A	PUBLIC	EDUCATION	500
FIDELCO GUIDE DOG BLOOMFIELD CT 06002	103 OLD IRONWOOD ROAD N/A	PUBLIC	EDUCATION	1,000
HEIFER INTERNATIONAL ALBERT LEA MN 56007-6621	P O BOX 6021 N/A	PUBLIC	EDUCATION	1,000
HUMANE SOCIETY OF SAN ANTONIO TX 78220	4804 FREDERICKSBURG RD N/A	PUBLIC	EDUCATION	500
HUMAN RIGHTS WATCH NEW YORK NY 10118-3299	350 5TH AVE N/A	PUBLIC	EDUCATION	1,000
INTERNATIONAL RESCUE NEW YORK NY 10168	122 E 42ND ST N/A	PUBLIC	EDUCATION	1,500
INTERNATIONAL PLANNED NEW YORK NY 10005	720 WALL ST N/A	PUBLIC	EDUCATION	75
JEWISH FEDERATION OF SAN ANTONIO TX 78231	12599 NW MILITARY HWY N/A	PUBLIC	EDUCATION	9,000
KIPP UNIVERSITY PREP HS SAN ANTONIO TX 78201	731 FREDERICKSBURG RD N/A	PUBLIC	EDUCATION	1,000
KLRN SAN ANTONIO TX 78291-0009	P O BOX 9 N/A	PUBLIC	EDUCATION	13,000
KOCE TV HUNTINGTON BEACH CA 92647	P O BOX 2476 N/A	PUBLIC	EDUCATION	1,500

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
KUSC RADIO LOS ANGELES CA 90007-0913	P O BOX 77913 N/A	PUBLIC	EDUCATION	1,500
LONDON SCHOOL OF NEW YORK NY 78214	424 WEST 33RD ST, #470 N/A	PUBLIC	EDUCATION	1,000
LOS ANGELES COUNTY MUSEUM LOS ANGELES CA 90036	5905 WILSHIRE BLVD N/A	PUBLIC	ARTS	1,000
LOS ANGELES PHILHARMONIC LOS ANGELES CA 90060-9851	P O BOX 60427 N/A	PUBLIC	ARTS	1,000
MAJIK THEATRE SAN ANTONIO TX 78205	4209 ALAMO ST N/A	PUBLIC	ARTS	250
MAKE A WISH FOUNDATION WASHINGTON DC 20090-7104	P O BOX 97104 N/A	PUBLIC	MEDICAL	500
MARCH OF DIMES DECATUR IL 62525-2547	P O BOX 2597 N/A	PUBLIC	MEDICAL	100
MCNAY ART MUSEUM SAN ANTONIO TX 78209	P O BOX 6069 N/A	PUBLIC	ARTS	10,000
MEALS ON WHEELS SAN ANTONIO TX 78229	4306 NW LOOP 410 N/A	PUBLIC	CHRISTIAN SENIOR SERVICES	100
MGH FUND BOSTON MA 02114-2792	165 CAMBRIDGE ST N/A	PUBLIC	MEDICAL	100
MULTIPLE SCLEROSIS WASHINGTON DC 20090-6219	P O BOX 96219 N/A	PUBLIC	MEDICAL	200
NATIONAL JEWISH HEALTH DENVER CO 80206	1400 JACKSON ST N/A	PUBLIC	MEDICAL	1,000
NATIONAL PARKS NEW YORK NY 10011	40 W 20TH ST N/A	PUBLIC	EDUCATION	200
NATIONAL RESOURCE DEFENSE NEW YORK NY 10011	40 W 20TH ST N/A	PUBLIC	EDUCATION	2,000
NORTHWESTERN UNIVERSITY EVANSTON IL 60208	2020 RIDGE AVE N/A	PUBLIC	EDUCATION	500
OPERATION COMFORT SAN ANTONIO TX 78209	4900 BROADWAY, STE 400 N/A	PUBLIC	HELP WOUNDED MILITARY AND FAMILIES	500
OPERATION KINDNESS CARROLLTON TX 75006	3201 EARHART DRIVE N/A	PUBLIC	EDUCATION	250
OXFAM AMERICA ALBERT LEA MN 56007-8011	P O BOX 7011 N/A	PUBLIC	EDUCATION	2,000

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
PARALYZED VETERANS TOPEKA KS 66675-8532	P O BOX 758532 N/A	PUBLIC	AID TO VETERANS	700
PLANNED PARENTHOOD OF LOS ANGELES CA 90007	400 WEST 30TH ST N/A	PUBLIC	EDUCATION	250
POLICE FAMILY SURVIVORS TITUSVILLE FL 32780	6350 HORIZON DR N/A	PUBLIC	AID TO SLAIN POLICE OFFICERS	100
PROJECT HOPE MILLWOOD VA 22646-0255	255 CARTER HALL LANE N/A	PUBLIC	MEDICAL	100
SALVATION ARMY SAN ANTONIO TX 78212	P O BOX 12568 N/A	PUBLIC	AID	100
SAN ANTONIO ACADEMY OF SAN ANTONIO TX 78212	117 EAST FRENCH PLACE N/A	PUBLIC	EDUCATION	3,000
SIERRA CLUB SAN FRANCISCO CA 94105	85 2ND ST N/A	PUBLIC	EDUCATION	1,000
SOS CHILDREN'S VILLAGE WASHINGTON DC 20036	1001 CONNECTICUT AVE NW N/A	PUBLIC	EDUCATION	500
SOUTHERN CALIFORNIA LOS ANGELES CA 90051-6220	P O BOX 51920 N/A	PUBLIC	EDUCATION	500
SOUTHERN POVERTY LAW MONTGOMERY AL 36177-9621	P O BOX 548 N/A	PUBLIC	EDUCATION	7,000
SOUTHWEST FOUNDATION SAN ANTONIO TX 78245-0549	P O BOX 760549 N/A	PUBLIC	MEDICAL	1,900
SPECIAL OLYMPICS SAN ANTONIO TX 78216	10223 MCCALLISTER FRWY N/A	PUBLIC	OPERATING FUND	200
ST ALCUIN SCHOOL DALLAS TX 75230	6144 CHURCHILL WAY N/A	PUBLIC	EDUCATION	5,000
SUNSHINE COTTAGE FOR DEAF SAN ANTONIO TX 78212	603 E HILDEBRAND N/A	PUBLIC	EDUCATION	2,000
SYMPHONY SOCIETY OF SAN ANTONIO TX 78205	130 E TRAVIS N/A	PUBLIC	ARTS	5,000
TEMPLE BETH-EL SAN ANTONIO TX 78212-5896	211 BELKNAP N/A	PUBLIC	RELIGION	60,518
TEXAS MILITARY INSTITUTE SAN ANTONIO TX 78257	20955 W TEJAS TRAIL N/A	PUBLIC	EDUCATION	4,000
TEXAS PUBLIC RADIO SAN ANTONIO TX 78229	8401 DATAPOINT, STE 800 N/A	PUBLIC	EDUCATION	3,000

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
UNICEF	P O BOX 27780			
NEWARK NJ 07101-7780	N/A	PUBLIC	EDUCATION	1,000
UNION OF CONCERNED	TWO BRATTLE SQUARE			
CAMBRIDGE MA 02238-9105	N/A	PUBLIC	EDUCATION	2,000
UNITED STATES HOLOCAUST	P O BOX 90988			
WASHINGTON DC 20090-0989	N/A	PUBLIC	EDUCATION	1,000
UNITED WAY	700 S ALAMO ST			
SAN ANTONIO TX 78205	N/A	PUBLIC	OPERATING FUND	11,000
UT HEALTH SCIENCE CENTER	7703 FLOYD CURL DRIVE			
SAN ANTONIO TX 78229-3900	N/A	PUBLIC	DEAF EDUCATION/HEARING SCIENCE PROGR	10,000
UT HEALTH SCIENCE CENTER	7703 FLOYD CURL DRIVE			
SAN ANTONIO TX 78229-3900	N/A	PUBLIC	MEDICAL	15,000
UTSA HONORS COLLEGE	ONE UTSA CIRCLE			
SAN ANTONIO TX 78249	N/A	PUBLIC	EDUCATION	100
WELLESLEY COLLEGE	106 ECNTRAL ST			
WELLESLEY MA 02481	N/A	PUBLIC	EDUCATION	200
WILDERNESS SOCIETY	P O BOX 97231			
WASHINGTON DC 20090	N/A	PUBLIC	OPERATING FUND	500
TOTAL				242,693