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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: OPPENHEIMER&HAAS P61291004

A Employer identification number: 13-6013101

Number and street (or P O box number if mail is not delivered to street address): 10 S DEARBORN IL1-0117

Room/suite:

B Telephone number (see instructions): 866- 888-5157

City or town, state, and ZIP code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 16,631,545.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	327,178.	327,178.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	369,164.			
b	Gross sales price for all assets on line 6a 6,800,236.				
7	Capital gain net income (from Part IV, line 2)		369,164.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	3.			STMT 1
12	**Total** Add lines 1 through 11	696,345.	696,342.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	163,543.	122,657.		40,886.
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)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	12,801.	5,422.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 3	754.	4.		750.
24	**Total operating and administrative expenses.** Add lines 13 through 23	177,098.	128,083.		41,636.
25	Contributions, gifts, grants paid	715,000.			715,000.
26	**Total expenses and disbursements** Add lines 24 and 25	892,098.	128,083.		756,636.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-195,753.			
b	**Net investment income** (if negative, enter -0-)		568,259.		
c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
SEP 0 4 2013
OGDEN, UT
IRS-OSC

SCANNED SEP 1 1 2013

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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	939,355.	905,064.	905,063.
	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 instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	9,411,627.	9,849,417.	11,642,155.
	c Investments - corporate bonds (attach schedule)	4,393,673.	3,662,726.	3,800,104.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	118,951.	250,651.	284,223.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	14,863,606.	14,667,858.	16,631,545.
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)		NONE	
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. ▶ X			
	27 Capital stock, trust principal, or current funds	14,863,606.	14,667,858.	
	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 instructions)	14,863,606.	14,667,858.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	14,863,606.	14,667,858.	

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	14,863,606.
2 Enter amount from Part I, line 27a	2	-195,753.
3 Other increases not included in line 2 (itemize) ▶ NON-TAXABLE CASH REC'D	3	2,836.
4 Add lines 1, 2, and 3	4	14,670,689.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	2,831.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,667,858.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
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	6,800,236.		6,431,072.	369,164.
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				369,164.
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** 369,164.

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 instructions). If (loss), enter -0- in Part I, line 8 . . . . . **3**

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	771,371.	16,412,173.	0.047000
2010	723,119.	15,707,508.	0.046037
2009	831,071.	14,269,640.	0.058241
2008	101,744.	17,079,466.	0.005957
2007	906,026.	20,221,716.	0.044805

2	**Total** of line 1, column (d)	2	0.202040
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	0.040408
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,221,504.
5	Multiply line 4 by line 3	5	655,479.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,683.
7	Add lines 5 and 6	7	661,162.
8	Enter qualifying distributions from Part XII, line 4	8	756,636.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	5,683.
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	
3	Add lines 1 and 2	3	5,683.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,683.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . 6a 6,875.		
b	Exempt foreign organizations - tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c 10,200.		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments Add lines 6a through 6d	7	17,075.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	11,392.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 11,392. **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 Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ $ ______ (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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ JP MORGAN CHASE BANK, NA Telephone no ▶ (866)888-5157 Located at ▶ 10 S DEARBORN ST, IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603			
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			
16	At any time during calendar year 2012, 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 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 instructions)?	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*	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 2012?	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 [X]		
(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 [X]		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	Yes [ ] No [X]		
(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 [X]		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
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? *If "Yes," attach the statement required by Regulations section 53 4945-5(d).*	Yes [ ] No [ ]		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes [ ] No [X]		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		6b	X (No)
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JP MORGAN CHASE BANK, NA 10 S DEARBORN ST, IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	163,543.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 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 instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,600,541.
b	Average of monthly cash balances	1b	867,991.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	16,468,532.
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	NONE
3	Subtract line 2 from line 1d	3	16,468,532.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	247,028.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,221,504.
6	**Minimum investment return.** Enter 5% of line 5	6	811,075.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	811,075.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,683.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,683.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	805,392.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	805,392.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	805,392.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	756,636.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	756,636.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,683.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	750,953.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				805,392.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			712,482.	
b	Total for prior years. 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ...... NONE				
b	From 2008 ...... NONE				
c	From 2009 ...... NONE				
d	From 2010 ...... NONE				
e	From 2011 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 756,636.				
a	Applied to 2011, but not more than line 2a			712,482.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				44,154.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				761,238.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				715,000.
Total . . . . . . ▶ **3a**				715,000.
b *Approved for future payment*				
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 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					
4 Dividends and interest from securities			14	327,178.	
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	3.	
8 Gain or (loss) from sales of assets other than inventory			18	369,164.	
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)				696,345.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 696,345.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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) is based on all information of which preparer has any knowledge

Anthony Ward | 08/29/2013 | TRUST OFFICER

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	3.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	504.	
FEDERAL ESTIMATES - INCOME	6,875.	
FOREIGN TAXES ON QUALIFIED FOR	4,963.	4,963.
FOREIGN TAXES ON NONQUALIFIED	459.	459.
TOTALS	12,801.	5,422.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ATTORNEY GENERAL ANNUAL FILING	750.		750.
ADR SERVICE FEE	4.	4.	
TOTALS	754.	4.	750.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
MUTUAL FUND TIMING DIFFERENCE		2,083.
BASIS ADJUSTMENT		744.
ROUNDING		4.
	TOTAL	2,831.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MAIMONIDES MEDICAL CENTER
ADDRESS:
.4802 TENTH AVENUE
BROOKLYN, NY 11219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
92ND STREET YM-YWHA
ADDRESS:
1895 LEXINGTON AVENUE
NEW YORK, NY 10128
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FJC FBO HIDDEN SPARKS
ADDRESS:
520 EIGHTH AVENUE
NEW YORK, NY 10018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JEWISH BOARD OF FAMILY
AND CHILDRENS SVCS, INC
ADDRESS:
135 WEST 50TH ST. 6TH FL
NEW YORK, NY 10020
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
CHAI LIFELINE
ADDRESS:
151 W 30TH STREET
NEW YORK, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
THE EDUCATIONAL ALLIANCE
ADDRESS:
197 EAST BROADWAY
NEW YORK, NY 10002
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PROJECT LEAD
ADDRESS:
123-19 HILLSIDE AVENUE
RICHMOND HILL, NY 11418
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UJA- FEDERATION OF JEWISH
PHILANTHROPIES OF NY
ADDRESS:
130 EAST 59TH STREET
NEW YORK, NY 11367-1719
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
LEXINGTON HEARING AND
SPEECH CENTER, INC.
ADDRESS:
30TH AVENUE & 75TH STREET
JACKSON HEIGHTS, NY 11370
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CANCER CARE, INC
ADDRESS:
275 SEVENTH AVENUE
NEW YORK, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 110,000.

RECIPIENT NAME:
JBI INTERNATIONAL
ADDRESS:
110 EAST 30TH STREET
NEW YORK, NY 10016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
JEWISH CHILD CARE ASSOCIATION
OF NEW YORK
ADDRESS:
120 WALL STREET
NEW YORK, NY 10005
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JEWISH COMMUNITY CENTER
IN MANHATTAN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
MOUNT SINAI SCHOOL OF
MEDICINE
ADDRESS:
FIFTH AVENUE AT 100TH STREET
NEW YORK, NY 10029-6574
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
POSITIVE EXPOSURE
PRODUCTIONS, INC
ADDRESS:
43 E 20TH STREET
NEW YORK, NY 10003
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

TOTAL GRANTS PAID: 715,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: OPPENHEIMER&HAAS P61291004

Employer identification number: 13-6013101

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-26,533.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-26,533.

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					109,875.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	285,822.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	395,697.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-26,533.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			395,697.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			369,164.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if.*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: OPPENHEIMER&HAAS P61291004

Employer identification number: 13-6013101

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	100. WPX ENERGY INC	VAR	01/04/2012	1,800.00	1,687.00	113.00
	100. WPX ENERGY INC	VAR	01/04/2012	1,768.00	1,630.00	138.00
	10. WPX ENERGY INC	08/16/2011	01/04/2012	177.00	156.00	21.00
	195. BROADCOM CORP CL A	06/14/2011	01/06/2012	5,715.00	6,482.00	-767.00
	25. CONOCOPHILLIPS	08/12/2011	01/19/2012	1,781.00	1,651.00	130.00
	250. JOHNSON & JOHNSON	04/26/2011	01/19/2012	16,239.00	16,267.00	-28.00
	200. GLOBAL PMTS INC	VAR	01/20/2012	9,617.00	9,619.00	-2.00
	7432.125 IVY GLOBAL NATURA	05/26/2011	01/23/2012	139,278.00	172,425.00	-33,147.00
	225. JOHNSON & JOHNSON	VAR	01/26/2012	14,780.00	13,603.00	1,177.00
	200. COCA-COLA CO	VAR	02/01/2012	13,592.00	13,575.00	17.00
	70. OCCIDENTAL PETE CORP	VAR	02/01/2012	6,949.00	6,068.00	881.00
	30. COCA-COLA CO	11/02/2011	02/03/2012	2,045.00	2,034.00	11.00
	100. MONSANTO CO NEW	VAR	02/03/2012	8,211.00	7,020.00	1,191.00
	23. MONSANTO CO NEW	08/10/2011	02/07/2012	1,835.00	1,530.00	305.00
	180. BAKER HUGHES INC	VAR	02/10/2012	8,679.00	10,508.00	-1,829.00
	160. DARDEN RESTAURANTS IN	VAR	02/21/2012	8,154.00	6,784.00	1,370.00
	39. DOMINION RES INC VA NE	10/14/2011	02/21/2012	1,956.00	1,965.00	-9.00
	191. DOMINION RES INC VA N	10/14/2011	02/21/2012	9,583.00	9,626.00	-43.00
	22. MICROS SYS INC	10/21/2011	02/21/2012	1,128.00	1,049.00	79.00
	10. MICROS SYS INC	10/21/2011	02/22/2012	509.00	477.00	32.00
	36. MICROS SYS INC	10/21/2011	02/22/2012	1,841.00	1,716.00	125.00
	17. MICROS SYS INC	10/21/2011	02/23/2012	875.00	810.00	65.00
	15. MICROS SYS INC	10/21/2011	02/23/2012	769.00	715.00	54.00
	12. CARNIVAL CORPORATION	08/09/2011	02/28/2012	358.00	371.00	-13.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No. 1545-0092

2012

Name of estate or trust: OPPENHEIMER&HAAS P61291004

Employer identification number: 13-6013101

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 19. CARNIVAL CORPORATION	08/09/2011	02/28/2012	569.00	587.00	-18.00
33. CARNIVAL CORPORATION	08/09/2011	02/28/2012	985.00	1,020.00	-35.00
111. CARNIVAL CORPORATION	VAR	02/29/2012	3,354.00	3,357.00	-3.00
146. SOUTHWESTERN ENERGY C	08/16/2011	03/05/2012	4,752.00	5,761.00	-1,009.00
2564.29 DODGE & INTERNATIO FUND	03/21/2011	03/12/2012	83,057.00	91,494.00	-8,437.00
16249.885 JOHN HANCOCK II-	07/20/2011	03/12/2012	171,274.00	191,749.00	-20,475.00
240. NEXTERA ENERGY INC	VAR	03/16/2012	14,421.00	13,770.00	651.00
4. TARGET CORP	08/09/2011	03/20/2012	232.00	191.00	41.00
130. TARGET CORP	VAR	03/20/2012	7,544.00	6,173.00	1,371.00
83. TARGET CORP	VAR	03/21/2012	4,823.00	3,928.00	895.00
29. TARGET CORP	06/14/2011	03/21/2012	1,674.00	1,371.00	303.00
16. TARGET CORP	06/14/2011	03/21/2012	924.00	756.00	168.00
38. TARGET CORP	06/14/2011	03/22/2012	2,190.00	1,796.00	394.00
35. AMAZON COM INC	VAR	04/09/2012	6,724.00	7,075.00	-351.00
22. CAMPBELL SOUP CO	07/12/2011	04/12/2012	728.00	765.00	-37.00
78. CAMPBELL SOUP CO	07/12/2011	04/13/2012	2,580.00	2,713.00	-133.00
8. MERCK & CO INC	01/09/2012	04/13/2012	303.00	306.00	-3.00
12. MERCK & CO INC	01/09/2012	04/13/2012	454.00	459.00	-5.00
10. MERCK & CO INC	01/09/2012	04/13/2012	380.00	382.00	-2.00
5. MERCK & CO INC	01/09/2012	04/13/2012	190.00	191.00	-1.00
17. MERCK & CO INC	01/09/2012	04/13/2012	645.00	650.00	-5.00
161. XILINX INC	11/01/2011	04/13/2012	5,700.00	5,309.00	391.00
6. MERCK & CO INC	01/09/2012	04/16/2012	228.00	229.00	-1.00
8. MERCK & CO INC	01/09/2012	04/16/2012	304.00	306.00	-2.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: OPPENHEIMER&HAAS P61291004

Employer identification number: 13-6013101

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 14. MERCK & CO INC	01/09/2012	04/16/2012	532.00	535.00	-3.00
1. MERCK & CO INC	01/09/2012	04/16/2012	38.00	38.00	
32. MERCK & CO INC	01/09/2012	04/16/2012	1,215.00	1,223.00	-8.00
11. MERCK & CO INC	01/09/2012	04/16/2012	418.00	421.00	-3.00
25. MERCK & CO INC	VAR	04/16/2012	949.00	931.00	18.00
3. MERCK & CO INC	05/17/2011	04/16/2012	114.00	111.00	3.00
10. MERCK & CO INC	05/17/2011	04/16/2012	380.00	369.00	11.00
20. MERCK & CO INC	05/17/2011	04/16/2012	759.00	739.00	20.00
19. XILINX INC	11/01/2011	04/16/2012	670.00	626.00	44.00
24. MERCK & CO INC	05/17/2011	04/17/2012	913.00	886.00	27.00
6. MERCK & CO INC	05/17/2011	04/17/2012	228.00	222.00	6.00
61. MERCK & CO INC	05/17/2011	04/17/2012	2,332.00	2,253.00	79.00
10. MERCK & CO INC	05/17/2011	04/17/2012	382.00	369.00	13.00
320. JUNIPER NETWORKS INC	VAR	04/23/2012	6,478.00	9,178.00	-2,700.00
19. MERCK & CO INC	05/17/2011	04/23/2012	727.00	702.00	25.00
4. MERCK & CO INC	05/17/2011	04/23/2012	153.00	148.00	5.00
19. MERCK & CO INC	05/17/2011	04/24/2012	727.00	702.00	25.00
2. MERCK & CO INC	05/17/2011	04/24/2012	77.00	74.00	3.00
175000. CS AUTOCALL BRENT 7/25/12	01/20/2012	04/25/2012	184,450.00	174,125.00	10,325.00
37. MERCK & CO INC	VAR	04/25/2012	1,415.00	1,366.00	49.00
2. MERCK & CO INC	05/17/2011	04/26/2012	77.00	74.00	3.00
7. MERCK & CO INC	05/17/2011	04/26/2012	268.00	258.00	10.00
31. MERCK & CO INC	05/17/2011	04/26/2012	1,190.00	1,144.00	46.00
26. MERCK & CO INC	05/17/2011	04/27/2012	1,005.00	960.00	45.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: OPPENHEIMER&HAAS P61291004

Employer identification number: 13-6013101

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 526. TEXAS INSTRS INC	VAR	05/07/2012	16,167.00	17,404.00	-1,237.00
113. AMERIPRISE FINANCIAL	VAR	06/01/2012	5,201.00	6,059.00	-858.00
48. AMERIPRISE FINANCIAL I	02/03/2012	06/04/2012	2,188.00	2,551.00	-363.00
49. AMERIPRISE FINANCIAL I	02/03/2012	06/04/2012	2,243.00	2,604.00	-361.00
910. GENERAL ELEC CO	09/16/2011	06/15/2012	18,023.00	14,802.00	3,221.00
57. EXXON MOBIL CORP	01/19/2012	06/21/2012	4,699.00	4,943.00	-244.00
100. PROCTER & GAMBLE CO	02/01/2012	06/21/2012	5,990.00	6,348.00	-358.00
138. CVS CORP	01/09/2012	06/22/2012	6,307.00	5,727.00	580.00
31. CVS CORP	01/09/2012	06/22/2012	1,418.00	1,286.00	132.00
31. CVS CORP	01/09/2012	06/22/2012	1,418.00	1,286.00	132.00
1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00
5. WILLIAMS COS INC	01/04/2012	06/22/2012	141.00	134.00	7.00
9. WILLIAMS COS INC	01/04/2012	06/22/2012	254.00	241.00	13.00
9. WILLIAMS COS INC	01/04/2012	06/22/2012	255.00	241.00	14.00
7. WILLIAMS COS INC	01/04/2012	06/22/2012	199.00	188.00	11.00
2. WILLIAMS COS INC	01/04/2012	06/22/2012	57.00	54.00	3.00
32. WILLIAMS COS INC	01/04/2012	06/22/2012	908.00	858.00	50.00
2. WILLIAMS COS INC	01/04/2012	06/25/2012	56.00	54.00	2.00
2. WILLIAMS COS INC	01/04/2012	06/25/2012	55.00	54.00	1.00
1. WILLIAMS COS INC	01/04/2012	06/25/2012	28.00	27.00	1.00
3. WILLIAMS COS INC	01/04/2012	06/25/2012	82.00	80.00	2.00
2. WILLIAMS COS INC	01/04/2012	06/25/2012	55.00	54.00	1.00
2. WILLIAMS COS INC	01/04/2012	06/25/2012	55.00	54.00	1.00
17. WILLIAMS COS INC	01/04/2012	06/25/2012	464.00	456.00	8.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: OPPENHEIMER&HAAS P61291004

Employer identification number: 13-6013101

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10. WILLIAMS COS INC	VAR	06/25/2012	274.00	268.00	6.00
5. WILLIAMS COS INC	01/04/2012	06/25/2012	137.00	134.00	3.00
5. WILLIAMS COS INC	01/04/2012	06/26/2012	138.00	134.00	4.00
6. WILLIAMS COS INC	01/04/2012	06/26/2012	165.00	161.00	4.00
73. EQT CORPORATION	VAR	07/02/2012	3,917.00	3,836.00	81.00
24. EQT CORPORATION	VAR	07/03/2012	1,308.00	1,259.00	49.00
35. EQT CORPORATION	02/22/2012	07/03/2012	1,909.00	1,829.00	80.00
14. EQT CORPORATION	VAR	07/03/2012	767.00	731.00	36.00
8. EQT CORPORATION	03/05/2012	07/05/2012	438.00	417.00	21.00
20. EQT CORPORATION	03/05/2012	07/05/2012	1,099.00	1,042.00	57.00
19. EQT CORPORATION	VAR	07/06/2012	1,026.00	989.00	37.00
221. CISCO SYS INC	VAR	07/11/2012	3,629.00	3,955.00	-326.00
12. HUMANA INC	10/31/2011	07/11/2012	895.00	1,035.00	-140.00
5. HUMANA INC	10/31/2011	07/11/2012	373.00	431.00	-58.00
133. MARRIOTT INTL INC NEW	02/28/2012	07/11/2012	5,046.00	4,705.00	341.00
20. HUMANA INC	10/31/2011	07/12/2012	1,474.00	1,724.00	-250.00
5. HUMANA INC	10/31/2011	07/16/2012	373.00	431.00	-58.00
3. HUMANA INC	10/31/2011	07/16/2012	224.00	259.00	-35.00
4. HUMANA INC	10/31/2011	07/17/2012	294.00	345.00	-51.00
52. CAMERON INTERNATIONAL	02/10/2012	07/18/2012	2,342.00	2,937.00	-595.00
18. CAMERON INTERNATIONAL	02/10/2012	07/18/2012	810.00	1,017.00	-207.00
9. HUMANA INC	10/31/2011	07/18/2012	659.00	776.00	-117.00
2. HUMANA INC	10/31/2011	07/18/2012	147.00	172.00	-25.00
4. HUMANA INC	10/31/2011	07/18/2012	293.00	345.00	-52.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: OPPENHEIMER&HAAS P61291004

Employer identification number: 13-6013101

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1. HUMANA INC	10/31/2011	07/19/2012	74.00	86.00	-12.00
2. HUMANA INC	10/31/2011	07/19/2012	148.00	172.00	-24.00
2. HUMANA INC	10/31/2011	07/19/2012	150.00	172.00	-22.00
3. HUMANA INC	10/31/2011	07/20/2012	222.00	259.00	-37.00
3. HUMANA INC	10/31/2011	07/20/2012	222.00	259.00	-37.00
77. EXXON MOBIL CORP	01/19/2012	07/27/2012	6,639.00	6,678.00	-39.00
187. JOHNSON & JOHNSON	VAR	07/27/2012	12,951.00	12,695.00	256.00
10. AUTOZONE INC	08/19/2011	08/03/2012	3,675.00	2,903.00	772.00
73. COGNIZANT TECHNOLOGY S A	VAR	08/03/2012	4,199.00	4,378.00	-179.00
22. COGNIZANT TECHNOLOGY S A	05/07/2012	08/03/2012	1,259.00	1,283.00	-24.00
76. MARRIOTT INTL INC NEW	VAR	08/13/2012	2,802.00	2,676.00	126.00
214. MARRIOTT INTL INC NEW	01/26/2012	08/14/2012	7,904.00	7,465.00	439.00
79. EXXON MOBIL CORP	VAR	09/07/2012	7,090.00	6,838.00	252.00
365. WALGREEN CO	VAR	09/07/2012	12,728.00	10,889.00	1,839.00
57. EXXON MOBIL CORP	01/19/2012	09/13/2012	5,203.00	4,926.00	277.00
32750. ISHARES INC MSCI JA	03/12/2012	09/14/2012	307,899.00	327,484.00	-19,585.00
140. CBS CORP	10/06/2011	09/26/2012	4,990.00	3,023.00	1,967.00
325000. DB QARN SPX 03/27/	03/09/2012	09/27/2012	343,038.00	321,750.00	21,288.00
30. ADT CORPORATION	VAR	10/04/2012	1,155.00	1,043.00	112.00
18. ADT CORPORATION	06/15/2012	10/05/2012	679.00	626.00	53.00
29. ADT CORPORATION	06/15/2012	10/15/2012	1,058.00	343.00	715.00
43. ADT CORPORATION	06/15/2012	10/16/2012	1,605.00	509.00	1,096.00
18. MARATHON PETROLEUM COR	VAR	10/16/2012	993.00	861.00	132.00
20. MARATHON PETROLEUM COR	VAR	10/16/2012	1,101.00	954.00	147.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: OPPENHEIMER&HAAS P61291004

Employer identification number: 13-6013101

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 6. MARATHON PETROLEUM CORP	VAR	10/16/2012	331.00	285.00	46.00
21. MARATHON PETROLEUM COR	VAR	10/16/2012	1,161.00	994.00	167.00
98. MARATHON PETROLEUM COR	VAR	10/16/2012	5,366.00	4,610.00	756.00
52. MARATHON PETROLEUM COR	VAR	10/17/2012	2,893.00	2,438.00	455.00
75. MARATHON PETROLEUM COR	07/18/2012	10/17/2012	4,174.00	3,512.00	662.00
1. MARATHON PETROLEUM CORP	07/18/2012	10/17/2012	55.00	47.00	8.00
9. MARATHON PETROLEUM CORP	07/18/2012	10/17/2012	503.00	421.00	82.00
22. MARATHON PETROLEUM COR	07/18/2012	10/17/2012	1,213.00	1,030.00	183.00
32. ABBOTT LABS	VAR	10/18/2012	2,111.00	2,224.00	-113.00
133. ABBOTT LABS	VAR	10/18/2012	8,703.00	8,713.00	-10.00
21. ABBOTT LABS	VAR	10/18/2012	1,376.00	1,300.00	76.00
136. ABBOTT LABS	VAR	10/18/2012	8,930.00	8,299.00	631.00
1. CAPITAL ONE FINL CORP	12/05/2011	10/22/2012	60.00	47.00	13.00
27. CAPITAL ONE FINL CORP	12/05/2011	10/22/2012	1,620.00	1,268.00	352.00
73. CAPITAL ONE FINL CORP	VAR	10/22/2012	4,376.00	3,429.00	947.00
10. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	596.00	467.00	129.00
19. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	1,132.00	887.00	245.00
21. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	1,241.00	981.00	260.00
16. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	953.00	747.00	206.00
2. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	119.00	93.00	26.00
31. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	1,843.00	1,448.00	395.00
175000. DB BRENT CBEN 10/2	04/20/2012	10/25/2012	187,513.00	174,125.00	13,388.00
281. ALTERA CORP	VAR	10/26/2012	8,525.00	10,769.00	-2,244.00
21. COVIDIEN PLC NEW	07/27/2012	10/26/2012	1,152.00	1,151.00	1.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: OPPENHEIMER&HAAS P61291004

Employer identification number: 13-6013101

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 14. COVIDIEN PLC NEW	07/27/2012	10/31/2012	769.00	768.00	1.00
9. COVIDIEN PLC NEW	07/27/2012	11/01/2012	498.00	493.00	5.00
4. COVIDIEN PLC NEW	07/27/2012	11/01/2012	222.00	219.00	3.00
26. COVIDIEN PLC NEW	07/27/2012	11/02/2012	1,454.00	1,425.00	29.00
18. EOG RESOURCES INC	VAR	11/05/2012	2,092.00	2,044.00	48.00
10. EOG RESOURCES INC	09/07/2012	11/05/2012	1,162.00	1,126.00	36.00
32. PIONEER NAT RES CO	04/19/2012	11/05/2012	3,411.00	3,388.00	23.00
2. GOLDMAN SACHS GROUP INC	01/26/2012	11/08/2012	232.00	217.00	15.00
5. GOLDMAN SACHS GROUP INC	01/26/2012	11/08/2012	578.00	543.00	35.00
10. GOLDMAN SACHS GROUP IN	01/26/2012	11/09/2012	1,151.00	1,086.00	65.00
19. GOLDMAN SACHS GROUP IN	01/26/2012	11/09/2012	2,205.00	2,064.00	141.00
28. LAM RESEARCH CORPORATI	01/06/2012	11/16/2012	960.00	1,051.00	-91.00
72. LAM RESEARCH CORPORATI	VAR	11/19/2012	2,499.00	2,658.00	-159.00
64. LAM RESEARCH CORPORATI	07/06/2012	11/19/2012	2,216.00	2,260.00	-44.00
34. LAM RESEARCH CORPORATI	07/06/2012	11/20/2012	1,163.00	1,201.00	-38.00
31. CSX CORP	05/29/2012	12/04/2012	606.00	669.00	-63.00
139. CSX CORP	VAR	12/04/2012	2,729.00	2,994.00	-265.00
51. CSX CORP	VAR	12/05/2012	1,010.00	1,095.00	-85.00
240. FREEPORT-MCMORAN COPP B	VAR	12/05/2012	7,872.00	11,049.00	-3,177.00
10. FREEPORT-MCMORAN COPPE B	03/20/2012	12/05/2012	329.00	390.00	-61.00
1. CARNIVAL CORPORATION	09/07/2012	12/12/2012	38.00	37.00	1.00
24. CARNIVAL CORPORATION	09/07/2012	12/12/2012	911.00	887.00	24.00
2. CARNIVAL CORPORATION	09/07/2012	12/12/2012	76.00	74.00	2.00
1. CARNIVAL CORPORATION	09/07/2012	12/12/2012	38.00	37.00	1.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: OPPENHEIMER&HAAS P61291004

Employer identification number: 13-6013101

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 21. CARNIVAL CORPORATION	09/07/2012	12/13/2012	795.00	776.00	19.00
176. ALTERA CORP	VAR	12/14/2012	5,789.00	6,667.00	-878.00
119. ALTERA CORP	VAR	12/14/2012	3,938.00	4,492.00	-554.00
12. CARNIVAL CORPORATION	09/07/2012	12/14/2012	454.00	443.00	11.00
5. INTERCONTINENTAL EXCHAN	01/20/2012	12/14/2012	645.00	586.00	59.00
24. INTERCONTINENTAL EXCHA	01/20/2012	12/14/2012	3,074.00	2,812.00	262.00
11. CARNIVAL CORPORATION	09/07/2012	12/17/2012	418.00	406.00	12.00
16. CARNIVAL CORPORATION	09/07/2012	12/17/2012	617.00	591.00	26.00
37. CARNIVAL CORPORATION	VAR	12/17/2012	1,409.00	1,366.00	43.00
42. CARNIVAL CORPORATION	09/26/2012	12/17/2012	1,616.00	1,550.00	66.00
11. INTERCONTINENTAL EXCHA	01/20/2012	12/17/2012	1,407.00	1,289.00	118.00
79. CARNIVAL CORPORATION	VAR	12/18/2012	3,075.00	2,913.00	162.00
21. CARNIVAL CORPORATION	09/10/2012	12/18/2012	823.00	773.00	50.00
19. CARNIVAL CORPORATION	09/10/2012	12/18/2012	743.00	699.00	44.00
96. CARNIVAL CORPORATION	VAR	12/18/2012	3,767.00	3,534.00	233.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -26,533.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

OPPENHEIMER&HAAS P61291004

Employer identification number

13-6013101

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 250000. DB BREN SPX 1/6/12	12/17/2010	01/06/2012	257,493.00	247,500.00	9,993.00
165000. DB BREN ASIA BASKE	12/17/2010	01/06/2012	153,599.00	163,350.00	-9,751.00
100. ABBOTT LABS	11/08/2006	01/09/2012	5,566.00	4,740.00	826.00
100. ABBOTT LABS	11/08/2006	01/09/2012	5,569.00	4,740.00	829.00
100. ABBOTT LABS	VAR	01/09/2012	5,573.00	4,578.00	995.00
40. ABBOTT LABS	06/08/2009	01/10/2012	2,244.00	1,788.00	456.00
400. CONOCOPHILLIPS	10/05/2009	01/19/2012	28,500.00	19,038.00	9,462.00
120. NORFOLK SOUTHN CORP	10/27/2005	02/08/2012	8,689.00	4,745.00	3,944.00
30. CARNIVAL CORPORATION	04/07/2010	02/28/2012	899.00	1,167.00	-268.00
179. CARNIVAL CORPORATION	VAR	02/28/2012	5,360.00	6,261.00	-901.00
38. CARNIVAL CORPORATION	01/08/2010	02/28/2012	1,139.00	1,254.00	-115.00
43. CARNIVAL CORPORATION	01/08/2010	02/28/2012	1,282.00	1,419.00	-137.00
175000. CS BREN EAFE 2/29/	02/11/2011	02/29/2012	167,311.00	173,250.00	-5,939.00
4000. ISHARES S&P GLOBAL I	05/07/2009	03/12/2012	140,438.00	109,620.00	30,818.00
8756.329 JPMORGAN HIGH YIE	12/02/2009	03/12/2012	69,263.00	66,373.00	2,890.00
21. NORFOLK SOUTHN CORP	10/27/2005	03/20/2012	1,414.00	830.00	584.00
59. NORFOLK SOUTHN CORP	10/27/2005	03/20/2012	3,955.00	2,333.00	1,622.00
250000. HSBC REN SPX 3/21/	03/04/2011	03/21/2012	277,426.00	247,500.00	29,926.00
15. AMAZON COM INC	01/28/2011	04/09/2012	2,882.00	2,542.00	340.00
300. CAMPBELL SOUP CO	VAR	04/12/2012	9,934.00	10,852.00	-918.00
. TIME WARNER INC		04/16/2012	37.00		37.00
70. XILINX INC	12/22/2010	04/16/2012	2,469.00	2,002.00	467.00
36. XILINX INC	12/22/2010	04/17/2012	1,284.00	1,030.00	254.00
250000. SG CONT BUFF EQ SP	04/01/2011	04/18/2012	257,500.00	247,500.00	10,000.00
279. XILINX INC	12/22/2010	04/18/2012	9,843.00	7,980.00	1,863.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side: OPPENHEIMER&HAAS P61291004

Employer identification number: 13-6013101

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 175000. DB BREN EAFE 3/28/	03/11/2011	04/20/2012	169,908.00	173,250.00	-3,342.00
105. DEVON ENERGY CORP NEW	VAR	04/24/2012	7,014.00	6,899.00	115.00
36. MERCK & CO INC	04/18/2011	04/27/2012	1,384.00	1,225.00	159.00
175000. CS BREN EAFE 05/0	04/21/2011	05/02/2012	156,550.00	173,250.00	-16,700.00
. DELPHI CORPORATION		05/21/2012	81.00		81.00
250000. DB REN SPX 05/23/1	05/06/2011	05/24/2012	246,004.00	247,500.00	-1,496.00
66. NORFOLK SOUTHN CORP	10/27/2005	05/24/2012	4,443.00	2,610.00	1,833.00
16. NORFOLK SOUTHN CORP	10/27/2005	05/25/2012	1,076.00	633.00	443.00
21. NORFOLK SOUTHN CORP	10/27/2005	05/25/2012	1,406.00	830.00	576.00
10. NORFOLK SOUTHN CORP	10/27/2005	05/25/2012	667.00	395.00	272.00
3. NORFOLK SOUTHN CORP	10/27/2005	05/25/2012	200.00	119.00	81.00
5. NORFOLK SOUTHN CORP	10/27/2005	05/25/2012	333.00	198.00	135.00
10. NORFOLK SOUTHN CORP	10/27/2005	05/25/2012	664.00	395.00	269.00
92. NORFOLK SOUTHN CORP	10/27/2005	05/29/2012	6,147.00	3,638.00	2,509.00
31. NORFOLK SOUTHN CORP	10/27/2005	05/29/2012	2,084.00	1,226.00	858.00
57. NORFOLK SOUTHN CORP	VAR	05/30/2012	3,733.00	2,254.00	1,479.00
17. NORFOLK SOUTHN CORP	01/14/2009	05/30/2012	1,114.00	672.00	442.00
49. NORFOLK SOUTHN CORP	01/14/2009	05/31/2012	3,202.00	1,936.00	1,266.00
33. NORFOLK SOUTHN CORP	01/14/2009	05/31/2012	2,165.00	1,304.00	861.00
23410.857 DREYFUS/LAUREL F	VAR	06/04/2012	313,003.00	334,311.00	-21,308.00
14539.104 JPMORGAN INTERNA CURRENCY	11/19/2009	06/05/2012	155,859.00	158,331.00	-2,472.00
192. US BANCORP DEL NEW	12/20/2007	06/05/2012	5,591.00	6,068.00	-477.00
64. US BANCORP DEL NEW	VAR	06/05/2012	1,870.00	1,103.00	767.00
186. US BANCORP DEL NEW	04/02/2009	06/05/2012	5,426.00	2,824.00	2,602.00
109. US BANCORP DEL NEW	04/02/2009	06/05/2012	3,184.00	1,655.00	1,529.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

OPPENHEIMER&HAAS P61291004

Employer identification number 13-6013101

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 24. US BANCORP DEL NEW	04/02/2009	06/05/2012	701.00	364.00	337.00
25. US BANCORP DEL NEW	04/02/2009	06/05/2012	729.00	380.00	349.00
2900.718 JPMORGAN ASIA EQU	VAR	06/11/2012	81,510.00	102,624.00	-21,114.00
3530.112 JPMORGAN US REAL	12/02/2009	06/11/2012	61,212.00	41,549.00	19,663.00
13. NIKE INC	03/30/2011	06/15/2012	1,311.00	999.00	312.00
34. NIKE INC	VAR	06/15/2012	3,445.00	2,281.00	1,164.00
19. NIKE INC	01/07/2008	06/15/2012	1,905.00	1,174.00	731.00
7. NIKE INC	01/07/2008	06/18/2012	706.00	432.00	274.00
3. PROCTER & GAMBLE CO	03/07/2000	06/21/2012	180.00	90.00	90.00
30. CVS CORP	10/11/2005	06/22/2012	1,372.00	763.00	609.00
11110.69 JPMORGAN ASIA EQU	VAR	06/26/2012	306,100.00	244,417.00	61,683.00
3. WILLIAMS COS INC	05/05/2011	06/26/2012	83.00	76.00	7.00
23. WILLIAMS COS INC	05/05/2011	06/26/2012	636.00	581.00	55.00
35. WILLIAMS COS INC	05/05/2011	06/26/2012	972.00	885.00	87.00
175000. BARC BREN EAFE 06	06/10/2011	06/27/2012	154,887.00	173,250.00	-18,363.00
5. WILLIAMS COS INC	05/05/2011	06/27/2012	140.00	126.00	14.00
14. WILLIAMS COS INC	05/05/2011	06/27/2012	395.00	354.00	41.00
3. WILLIAMS COS INC	05/05/2011	06/27/2012	84.00	76.00	8.00
3. WILLIAMS COS INC	05/05/2011	06/27/2012	84.00	76.00	8.00
28. WILLIAMS COS INC	05/05/2011	06/27/2012	788.00	708.00	80.00
3. WILLIAMS COS INC	05/05/2011	06/27/2012	85.00	76.00	9.00
3. WILLIAMS COS INC	05/05/2011	06/27/2012	85.00	76.00	9.00
5. WILLIAMS COS INC	05/05/2011	06/27/2012	140.00	126.00	14.00
13. WILLIAMS COS INC	05/05/2011	06/27/2012	364.00	329.00	35.00
8. WILLIAMS COS INC	05/05/2011	06/27/2012	225.00	202.00	23.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

OPPENHEIMER&HAAS P61291004

Employer identification number 13-6013101

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4. WILLIAMS COS INC	05/05/2011	06/27/2012	113.00	101.00	12.00
3. WILLIAMS COS INC	05/05/2011	06/27/2012	84.00	76.00	8.00
5. WILLIAMS COS INC	05/05/2011	06/28/2012	141.00	126.00	15.00
15. WILLIAMS COS INC	05/05/2011	06/28/2012	420.00	379.00	41.00
10. WILLIAMS COS INC	05/05/2011	06/28/2012	279.00	253.00	26.00
15. WILLIAMS COS INC	05/05/2011	06/28/2012	421.00	379.00	42.00
18. WILLIAMS COS INC	VAR	06/28/2012	506.00	452.00	54.00
5. WILLIAMS COS INC	05/05/2011	06/28/2012	141.00	126.00	15.00
2. WILLIAMS COS INC	05/05/2011	06/29/2012	57.00	50.00	7.00
6. WILLIAMS COS INC	05/05/2011	06/29/2012	171.00	151.00	20.00
10. WILLIAMS COS INC	05/05/2011	06/29/2012	285.00	251.00	34.00
6. WILLIAMS COS INC	05/05/2011	06/29/2012	172.00	151.00	21.00
15. WILLIAMS COS INC	05/05/2011	06/29/2012	429.00	377.00	52.00
5. WILLIAMS COS INC	05/05/2011	06/29/2012	143.00	126.00	17.00
600. EMC CORP	VAR	07/06/2012	14,216.00	12,287.00	1,929.00
250. CVS CORP	10/11/2005	07/09/2012	11,791.00	6,354.00	5,437.00
42. YUM BRANDS INC	07/18/2008	07/11/2012	2,607.00	1,475.00	1,132.00
88. YUM BRANDS INC	07/18/2008	07/12/2012	5,499.00	3,089.00	2,410.00
2467.433 HARTFORD CAPITAL FUND	VAR	07/13/2012	76,071.00	76,911.00	-840.00
3414.468 DELAWARE EMERGING FUND	01/07/2011	07/16/2012	41,622.00	54,871.00	-13,249.00
4029.828 HARTFORD CAPITAL FUND	06/22/2009	07/16/2012	123,756.00	95,829.00	27,927.00
5. CAMERON INTERNATIONAL C	03/10/2011	07/18/2012	225.00	292.00	-67.00
110. CAMERON INTERNATIONAL	VAR	07/18/2012	4,951.00	5,815.00	-864.00
40. CAMERON INTERNATIONAL	05/03/2011	07/18/2012	1,788.00	2,071.00	-283.00
218. DU PONT E I DE NEMOUR	VAR	07/18/2012	10,597.00	8,788.00	1,809.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

OPPENHEIMER&HAAS P61291004

Employer identification number 13-6013101

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a . ENRON CORP		07/19/2012	5,307.00		5,307.00
159. COLGATE PALMOLIVE CO	VAR	07/27/2012	17,029.00	12,492.00	4,537.00
100000. U S TREAS NTS 8/15/12	08/21/2002	08/15/2012	100,000.00	101,355.00	-1,355.00
22. EXXON MOBIL CORP	10/18/2010	09/13/2012	2,008.00	1,450.00	558.00
3. NIKE INC	01/07/2008	09/18/2012	293.00	185.00	108.00
3. NIKE INC	01/07/2008	09/18/2012	292.00	185.00	107.00
43. NIKE INC	VAR	09/18/2012	4,203.00	2,534.00	1,669.00
17. APPLE COMPUTER INC	VAR	09/19/2012	11,922.00	6,105.00	5,817.00
21. NIKE INC	10/08/2008	09/19/2012	2,098.00	1,180.00	918.00
16. NIKE INC	10/08/2008	09/19/2012	1,585.00	899.00	686.00
23. NIKE INC	10/08/2008	09/20/2012	2,235.00	1,292.00	943.00
5. NIKE INC	10/08/2008	09/20/2012	490.00	281.00	209.00
1. NIKE INC	10/08/2008	09/21/2012	97.00	56.00	41.00
9208.455 JPM TR I INFL MAN FD - SEL	07/22/2011	09/24/2012	99,820.00	98,070.00	1,750.00
41279.592 JPMORGAN HIGH YI FUND	12/02/2009	09/24/2012	336,841.00	312,899.00	23,942.00
8. NIKE INC	10/08/2008	09/25/2012	768.00	450.00	318.00
640. CBS CORP	VAR	09/26/2012	22,813.00	18,086.00	4,727.00
2. NIKE INC	10/08/2008	09/26/2012	192.00	112.00	80.00
2. NIKE INC	10/08/2008	09/27/2012	192.00	112.00	80.00
6. ADT CORPORATION	11/10/2010	10/05/2012	231.00	319.00	-88.00
52. ADT CORPORATION	VAR	10/05/2012	1,963.00	1,506.00	457.00
76. ADT CORPORATION	VAR	10/10/2012	2,849.00	1,879.00	970.00
. PENTAIR LTD		10/11/2012	40.00		40.00
64. KRAFT FOODS GROUP INC	VAR	10/15/2012	3,019.00	2,343.00	676.00
18. KRAFT FOODS GROUP INC	VAR	10/15/2012	849.00	656.00	193.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
OPPENHEIMER&HAAS P61291004

Employer identification number
13-6013101

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 6. KRAFT FOODS GROUP INC	08/04/2011	10/15/2012	282.00	219.00	63.00
43. KRAFT FOODS GROUP INC	VAR	10/15/2012	2,037.00	1,551.00	486.00
117. KRAFT FOODS GROUP INC	VAR	10/16/2012	5,481.00	4,245.00	1,236.00
68. DU PONT E I DE NEMOURS	05/12/2010	10/17/2012	3,383.00	2,632.00	751.00
52. DU PONT E I DE NEMOURS	05/12/2010	10/18/2012	2,611.00	2,013.00	598.00
51. DU PONT E I DE NEMOURS	VAR	10/18/2012	2,543.00	1,970.00	573.00
. TIME WARNER INC		10/18/2012	14.00		14.00
26. CENTERPOINT ENERGY INC	07/15/2011	10/19/2012	556.00	503.00	53.00
111. CENTERPOINT ENERGY IN	VAR	10/19/2012	2,374.00	2,144.00	230.00
2. CENTERPOINT ENERGY INC	07/15/2011	10/22/2012	43.00	39.00	4.00
92. CENTERPOINT ENERGY INC	07/15/2011	10/22/2012	1,953.00	1,775.00	178.00
299. CENTERPOINT ENERGY IN	VAR	10/22/2012	6,343.00	5,309.00	1,034.00
5. CENTERPOINT ENERGY INC	03/11/2011	10/22/2012	106.00	80.00	26.00
5. CENTERPOINT ENERGY INC	03/11/2011	10/22/2012	106.00	80.00	26.00
. APPLE COMPUTER INC		10/23/2012	24.00		24.00
68. CAPITAL ONE FINL CORP	VAR	10/23/2012	4,043.00	3,016.00	1,027.00
17. CAPITAL ONE FINL CORP	VAR	10/23/2012	1,020.00	732.00	288.00
3. CAPITAL ONE FINL CORP	08/10/2011	10/23/2012	180.00	126.00	54.00
7. CAPITAL ONE FINL CORP	08/10/2011	10/23/2012	420.00	294.00	126.00
2. CAPITAL ONE FINL CORP	VAR	10/23/2012	120.00	84.00	36.00
30. CAPITAL ONE FINL CORP	VAR	10/24/2012	1,805.00	1,235.00	570.00
236. LOWES COS INC	VAR	10/24/2012	7,663.00	5,695.00	1,968.00
35. LOWES COS INC	02/19/2010	10/24/2012	1,129.00	808.00	321.00
22. LOWES COS INC	02/19/2010	10/25/2012	700.00	508.00	192.00
26. LOWES COS INC	VAR	10/25/2012	841.00	600.00	241.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

OPPENHEIMER&HAAS P61291004

Employer identification number

13-6013101

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 150000. HSBC BREN SPX 10/	10/14/2011	10/31/2012	176,550.00	148,500.00	28,050.00
108. AT&T INC	12/05/2007	11/05/2012	3,734.00	4,132.00	-398.00
200. LAUDER ESTEE COS INC	VAR	11/05/2012	11,881.00	10,138.00	1,743.00
9. COVIDIEN PLC NEW	02/11/2011	11/05/2012	500.00	453.00	47.00
2. COVIDIEN PLC NEW	02/11/2011	11/06/2012	112.00	101.00	11.00
39. CENTERPOINT ENERGY INC	03/11/2011	11/07/2012	810.00	628.00	182.00
79. CENTERPOINT ENERGY INC	03/11/2011	11/07/2012	1,650.00	1,272.00	378.00
10. CENTERPOINT ENERGY INC	03/11/2011	11/08/2012	207.00	161.00	46.00
310. CENTERPOINT ENERGY IN	VAR	11/08/2012	6,422.00	4,985.00	1,437.00
53. CENTERPOINT ENERGY INC	VAR	11/08/2012	1,085.00	851.00	234.00
93. CENTERPOINT ENERGY INC	03/14/2011	11/08/2012	1,932.00	1,476.00	456.00
8. GOLDMAN SACHS GROUP INC	VAR	11/08/2012	929.00	1,171.00	-242.00
6. GOLDMAN SACHS GROUP INC	10/14/2008	11/08/2012	696.00	737.00	-41.00
2. GOLDMAN SACHS GROUP INC	10/14/2008	11/08/2012	233.00	246.00	-13.00
9. GOLDMAN SACHS GROUP INC	10/14/2008	11/08/2012	1,045.00	1,105.00	-60.00
165000. GS BREN EEM 11/07/	10/21/2011	11/09/2012	189,107.00	163,350.00	25,757.00
32. JOHNSON CTLS INC	10/28/2011	11/15/2012	803.00	1,068.00	-265.00
81. JOHNSON CTLS INC	10/28/2011	11/15/2012	2,033.00	2,704.00	-671.00
32. JOHNSON CTLS INC	10/28/2011	11/15/2012	803.00	1,068.00	-265.00
27. LAM RESEARCH CORPORATI	10/28/2011	11/15/2012	938.00	1,184.00	-246.00
155. JOHNSON CTLS INC	VAR	11/16/2012	3,884.00	5,011.00	-1,127.00
54. LAM RESEARCH CORPORATI	10/28/2011	11/16/2012	1,861.00	2,369.00	-508.00
39. LAM RESEARCH CORPORATI	10/28/2011	11/16/2012	1,336.00	1,711.00	-375.00
97. DU PONT E I DE NEMOURS	06/24/2010	12/03/2012	4,154.00	3,566.00	588.00
82. DU PONT E I DE NEMOURS	VAR	12/03/2012	3,502.00	2,937.00	565.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

OPPENHEIMER&HAAS P61291004

Employer identification number 13-6013101

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 135. DU PONT E I DE NEMOUR	VAR	12/03/2012	5,745.00	4,831.00	914.00
8. DU PONT E I DE NEMOURS	06/01/2010	12/04/2012	338.00	286.00	52.00
76. DU PONT E I DE NEMOURS	06/01/2010	12/04/2012	3,232.00	2,720.00	512.00
. BANK OF AMERICA CORPORAT		12/05/2012	26.00		26.00
91. FREEPORT-MCMORAN COPPE B	11/08/2011	12/05/2012	2,985.00	3,790.00	-805.00
19. FREEPORT-MCMORAN COPPE B	11/08/2011	12/05/2012	625.00	791.00	-166.00
. ASML HOLDING N.V.		12/10/2012	7.00		7.00
59. AT&T INC	12/05/2007	12/14/2012	2,010.00	2,257.00	-247.00
175. AT&T INC	12/05/2007	12/14/2012	5,967.00	6,696.00	-729.00
10. INTERCONTINENTAL EXCHA	VAR	12/17/2012	1,279.00	1,120.00	159.00
19. INTERCONTINENTAL EXCHA	08/10/2011	12/17/2012	2,426.00	2,119.00	307.00
20. INTERCONTINENTAL EXCHA	08/10/2011	12/18/2012	2,561.00	2,230.00	331.00
200000. HSBC CONT BUFF EQ	12/02/2011	12/19/2012	235,000.00	198,000.00	37,000.00
202. AT&T INC	VAR	12/20/2012	6,857.00	6,698.00	159.00
209. AT&T INC	VAR	12/21/2012	7,062.00	6,441.00	621.00

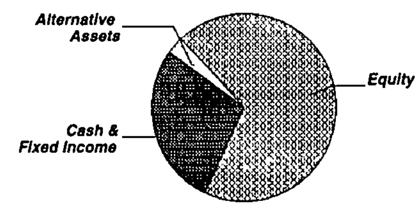
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 285,822.00

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	11,387,204.51	11,642,154.62	254,950 11	133,673 59	70%
Alternative Assets	489,276.16	284,223.26	(205,052.90)	3,991 73	2%
Cash & Fixed Income	4,770,803 19	4,615,931 11	(154,872 08)	126,617.00	28%
Market Value	**$16,647,283.86**	**$16,542,308.99**	**($104,974.87)**	**$264,282.32**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	30,244 74	89,235 86	58,991 12
Accruals	13,607 39	17,013 40	3,406 01
Market Value	**$43,852.13**	**$106,249.26**	**$62,397.13**

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**16,647,283.86**	**15,308,513.51**	**30,244.74**	**83,921.62**
Additions				183,343 00
Withdrawals & Fees	(390,001 87)	(573,341 87)	(62,099.15)	(482,885.21)
Securities Transferred In	11,680 02	11,680 02	--	--
Securities Transferred Out	(14,397 75)	(14,397 75)	--	--
Net Additions/Withdrawals	**($392,719.60)**	**($576,059.60)**	**($62,099.15)**	**($299,542.21)**
Income	4,315.81	8,495.02	121,090 27	304,856.45
Change In Investment Value	283,428 92	1,801,360.06		
Ending Market Value	**$16,542,308.99**	**$16,542,308.99**	**$89,235.86**	**$89,235.86**
Accruals	--	--	17,013 40	17,013 40
Market Value with Accruals	**--**	**--**	**$106,249.26**	**$106,249.26**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	119,621 55	296,672 41
Foreign Dividends	4,280.37	6,425.18
Interest Income	72.70	4,643 21
Original Issue Discount	1,431 46	5,610.67
Taxable Income	**$125,406.08**	**$313,351.47**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	104,634 53	105,245 79
ST Realized Gain/Loss	13,243 18	(28,320 99)
LT Realized Gain/Loss	106,833 77	286,859.64
Realized Gain/Loss	**$224,711.48**	**$363,784.44**

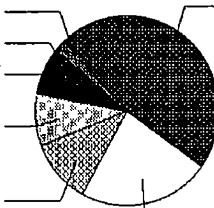
	To-Date Value
Unrealized Gain/Loss	**$1,963,686.89**

Cost Summary	Cost
Equity	9,849,416.63
Cash & Fixed Income	4,478,554.03
Total	**$14,327,970.66**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	5,453,003.28	5,502,512 17	49,508.89	33%
US Mid Cap Equity	1,351,165 63	1,332,978 26	(18,187.37)	8%
EAFE Equity	2,382,233 04	2,696,314.68	314,081 64	16%
European Large Cap Equity	167,860.00	178,045.00	10,185 00	1%
Asia ex-Japan Equity	922,364 45	965,077 38	42,712 93	6%
Emerging Market Equity	591,884.66	432,837 89	(159,046.77)	3%
Global Equity	518,693 45	534,389.24	15,695 79	3%
Concentrated & Other Equity	0 00	0 00	0 00	
Total Value	**$11,387,204.51**	**$11,642,154.62**	**$254,950.11**	**70%**

Asset Categories



Equity as a percentage of your portfolio - 70 %

Market Value/Cost	Current Period Value
Market Value	11,642,154 62
Tax Cost	9,849,416 63
Unrealized Gain/Loss	1,792,737 99
Estimated Annual Income	133,673 59
Accrued Dividends	6,889.17
Yield	1 14%

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
ACE LTD NEW H0023R-10-5 ACE	79.80	416 000	33,196 80	23,999.37	9,197 43	815.36	2.46%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	37.68	278 000	10,475.04	9,107.23	1,367 81		
ALLERGAN INC 018490-10-2 AGN	91.73	190.000	17,428 70	16,184.34	1,244.36	38 00	0 22%
AMAZON COM INC 023135-10-6 AMZN	250 87	155 000	38,884.85	17,493.68	21,391 17		
AMERICAN EXPRESS CO 025816-10-9 AXP	57.48	183.000	10,518 84	10,242 46	276.38	146 40	1 39%
ANADARKO PETROLEUM CORP 032511-10-7 APC	74 31	294 000	21,847.14	21,683.11	164.03	105 84	0 48%
APPLE INC. 037833-10-0 AAPL	532 17	228 000	121,335 44	30,074 88	91,260 56	2,416 80	1 99%
ASML HOLDING N.V. N07059-21-0 ASML	64 39	257 000	16,548.23	17,695 20	(1,146.97)	172 96	1 05%
AUTOZONE INC 053332-10-2 AZO	354 43	47 000	16,658 21	14,915 95	1,742 26		
BAIDU INC SPONS ADR 056752-10-8 BIDU	100 29	115.000	11,533 35	11,527.89	5 46		
BANK OF AMERICA CORP 060505-10-4 BAC	11 61	3,027 000	35,143.47	40,023 13	(4,879 66)	121.08	0 34%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
BIOGEN IDEC INC 09062X-10-3 BIIB	146 37	200 000	29,274 00	10,876 38	18,397.62		
BNP REN SPX 07/31/13 2 XLEV- 10 25%CAP- 20 5%MAXPYMT INITIAL LEVEL-07/13/12 SPX.1356.78 05567L-6D-4	106 71	325,000.000	346,813 80	321,750 00	25,063 80		
BROADCOM CORP CL A 111320-10-7 BRCM	33 21	529 000	17,568 09	17,644 24	(76 15)	211 60	1 20%
CAMERON INTERNATIONAL CORPORATION 13342B-10-5 CAM	56.46	284 000	16,034.64	15,417.48	617.16		
CARDINAL HEALTH INC 14149Y-10-8 CAH	41 18	530 000	21,825 40	15,119 09	6,706 31	583 00 145.75	2 67%
CAREFUSION CORPORATION 14170T-10-1 CFN	28.58	599.000	17,119.42	15,781.45	1,337 97		
CBS CORP CLASS B W/I 124857-20-2 CBS	38 05	488 000	18,568 40	17,475.86	1,092 54	234 24 58 56	1 26%
CELGENE CORPORATION 151020-10-4 CELG	78 47	300.000	23,541.00	14,365.79	9,175.21		
CERNER CORP 156782-10-4 CERN	77 51	113 000	8,758.63	8,951.29	(192.66)		
CHENIERE ENERGY INC 16411R-20-8 LNG	18 78	634 000	11,906.52	10,239.52	1,667.00		
CISCO SYSTEMS INC 17275R-10-2 CSCO	19.65	1,889.000	37,116.96	29,095.90	8,021 06	1,057.84	2.85%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div	Yield
US Large Cap Equity							
CITIGROUP INC NEW 172967-42-4 C	39 56	956 000	37,819.36	33,470 55	4,348.81	38 24	0 10%
CITRIX SYSTEMS INC 177376-10-0 CTXS	65 62	195.000	12,795.90	11,783 35	1,012.55		
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	50 67	470.000	23,814.90	26,412.11	(2,597 21)	846.00	3 55%
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A 192446-10-2 CTSH	73 88	331.000	24,454 94	17,301 25	7,153 69		
COMCAST CORP CL A 20030N-10-1 CMCS A	37.36	1,034.000	38,630.24	22,720.09	15,910 15	672.10 168 03	1.74%
COSTCO WHOLESALE CORP 22160K-10-5 COST	98 73	106.000	10,465.38	9,655 43	809 95	116.60	1.11%
COVIDIEN PLC NEW G2554F-11-3 COV	57.74	390.000	22,518 60	16,765.13	5,753.47	405.60	1 80%
CSX CORP 126408-10-3 CSX	19.73	751 000	14,817 23	16,036 80	(1,219.57)	420 56	2 84%
DAVITA HEALTHCARE PARTNERS, INC 23918K-10-8 DVA	110 53	138 000	15,253.14	15,260.97	(7 83)		
DISH NETWORK CORP CL A 25470M-10-9 DISH	36 40	194 000	7,061 60	7,111.87	(50 27)		
DOW CHEMICAL CO 260543-10-3 DOW	32.33	420.000	13,578 18	12,802 30	775.88	537.60	3 96%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	13.84	46,157 661	638,822 03	533,686.63	105,135.40	 1,223 18	
EMERSON ELECTRIC CO 291011-10-4 EMR	52.96	575.000	30,452 00	29,390 64	1,061.36	943.00	3 10%
ENSCO PLC G3157S-10-6 ESV	59 28	339.000	20,095 92	16,443 80	3,652.12	508 50	2 53%
EOG RESOURCES INC 26875P-10-1 EOG	120 79	186 000	22,466 94	15,194 99	7,271 95	126 48	0 56%
EXXON MOBIL CORP 30231G-10-2 XOM	86 55	568 000	49,160 40	3,448.61	45,711 79	1,295.04	2 63%
FLUOR CORP 343412-10-2 FLR	58.74	430 000	25,258 20	21,974 99	3,283.21	275.20	1.09%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	34 20	355.000	12,141.00	8,914 44	3,226 56	443.75	3 65%
GENERAL MILLS INC 370334-10-4 GIS	40.42	664 000	26,838 88	22,437.74	4,401.14	876 48	3.27%
GENERAL MOTORS CO 37045V-10-0 GM	28 83	1,090.000	31,424.70	32,638 87	(1,214.17)		
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	127 56	214 000	27,297.84	18,878 62	8,419 22	428.00	1 57%
GOOGLE INC CL A 38259P-50-8 GOOG	707 38	57.000	40,320.66	35,559 81	4,760 85		
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34.38	3,867.621	132,968 81	91,972.03	40,996.78	1,338 19	1 01%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div	Yield

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div	Yield
HOME DEPOT INC 437076-10-2 HD	61 85	472 000	29,193 20	18,635 52	10,557.68	547 52	1 88%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	63.47	516.000	32,750.52	22,923 32	9,827 20	846.24	2.58%
HSBC CONT BUFF EQ SPX 6/5/13 76.5% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-5/18/12 SPX 1295 22 4042K1-N3-3	107 26	325,000 000	348,595 00	321,750 00	26,845 00		
HUMANA INC 444859-10-2 HUM	68 63	220 000	15,098 60	16,558.96	(1,460 36)	228 80 57 20	1 52%
INVESCO LTD G491BT-10-8 IVZ	26 09	864 000	22,541.76	17,752.95	4,788.81	596.16	2 64%
JOHNSON & JOHNSON 478160-10-4 JNJ	70.10	331.000	23,203.10	23,895.25	(692.15)	807.64	3.48%
JOHNSON CONTROLS INC 478366-10-7 JCI	30 67	850 000	26,069 50	12,914.68	13,154.82	646.00	2 48%
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	10 03	37,725 870	378,390 48	337,646.54	40,743 94	3,659.40	0.97%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22.12	36,652 994	810,764 23	698,664 06	112,100 17	13,158.42	1 62%
JUNIPER NETWORKS INC 48203R-10-4 JNPR	19 67	630 000	12,392 10	10,351.46	2,040.64		
KINDER MORGAN INC 49456B-10-1 KMI	35.33	325.000	11,482 25	10,136 30	1,345 95	468 00	4 08%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
LENNAR CORP 526057-10-4 LEN	38.67	495.000	19,141 65	7,345 23	11,796 42	79 20	0 41%
LINKEDIN CORP - A 53578A-10-8 LNKD	114 82	101.000	11,596.82	10,000.67	1,596 15		
LOWES COMPANIES INC 548661-10-7 LOW	35.52	928.000	32,962.56	19,371.59	13,590 97	593.92	1 80%
MASCO CORP 574599-10-6 MAS	16 66	1,139 000	18,975 74	15,605 25	3,370 49	341 70	1 80%
MASTERCARD INC - CLASS A 57636Q-10-4 MA	491 28	52.000	25,546 56	14,462 11	11,084.45	62.40	0 24%
MERCK AND CO INC 58933Y-10-5 MRK	40.94	1,085 000	44,419 90	34,098 55	10,321.35	1,866.20 466 55	4 20%
METLIFE INC 59156R-10-8 MET	32.94	924.000	30,436 56	31,501 16	(1,064 60)	683.76	2.25%
MICROSOFT CORP 594918-10-4 MSFT	26 71	2,708.000	72,330.68	62,556.41	9,774 27	2,491 36	3.44%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	25 45	950 000	24,180.35	22,286.84	1,893.51	494.00 123 50	2 04%
NETAPP INC 64110D-10-4 NTAP	33 55	446 000	14,963 30	16,550 01	(1,586.71)		
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	76.61	519.000	39,760.59	29,380.55	10,380 04	1,121.04	2.82%
ORACLE CORP 68389X-10-5 ORCL	33 32	1,404 000	46,781.28	33,987.09	12,794 19	336 96	0.72%
PACCAR INC 693718-10-8 PCAR	45 21	657.000	29,702.97	21,586.73	8,116 24	525.60	1 77%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
PENTAIR LTD SHS H6169Q-10-8 PNR	49 15	121 000	5,947.15	3,811 59	2,135 56	106.48	1 79%
PEPSICO INC 713448-10-8 PEP	68 43	282.000	19,297 26	20,380.16	(1,082.90)	606 30 151 58	3.14%
PFIZER INC 717081-10-3 PFE	25.08	1,934.000	48,502.79	26,782.64	21,720 15	1,856 64	3 83%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	83.64	325 000	27,183.00	26,958.21	224 79	1,105.00 276 25	4 07%
PHILLIPS 66 718546-10-4 PSX	53 10	392 000	20,815 20	19,080.09	1,735 11	392.00	1 88%
PIONEER NATURAL RESOURCES CO 723787-10-7 PXD	106 59	135 000	14,389 65	11,733 72	2,655.93	10 80	0 08%
PROCTER & GAMBLE CO 742718-10-9 PG	67 89	572 000	38,833.08	17,183.33	21,649.75	1,285 85	3 31%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	53.33	440 000	23,465.20	16,715 73	6,749.47	704 00	3 00%
QUALCOMM INC 747525-10-3 QCOM	61.86	749 000	46,333.14	31,769 52	14,563.62	749.00	1.62%
SCHLUMBERGER LTD 806857-10-8 SLB	69 30	585.000	40,539 92	47,960.67	(7,420.75)	643.50 160.88	1.59%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142 41	3,971.000	565,510 11	534,481.92	31,028.19	12,322 01 4,057.69	2 18%
TARGET CORP 87612E-10-6 TGT	59 17	352 000	20,827 84	22,567 18	(1,739 34)	506.88	2 43%
TD AMERITRADE HOLDING CORPORATION 87236Y-10-8 AMTD	16.81	497 000	8,354.57	7,686 92	667.65	178.92	2.14%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div.	Yield
US Large Cap Equity							
TIME WARNER INC NEW 887317-30-3 TWX	47.83	1,360.000	65,048.80	32,779 32	32,269.48	1,414 40	2 17%
TIME WARNER CABLE INC 88732J-20-7 TWC	97.19	125 000	12,148.75	10,570.63	1,578 12	280.00	2.30%
TYCO INTERNATIONAL LTD H89128-10-4 TYC	29 25	508 000	14,859.00	10,656 61	4,202 39	304.80	2 05%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	54.24	470 000	25,492 80	19,968 03	5,524 77	399.50	1.57%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	82.01	667 000	54,700.67	22,507 32	32,193 35	1,427 38	2 61%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	43 27	694 000	30,029 38	3,286.96	26,742 42	1,429 64	4 76%
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	41.90	240 000	10,056 00	6,710.54	3,345.46		
WALTER ENERGY INC 93317Q-10-5 WLT	35.88	323.000	11,589 24	17,840.33	(6,251.09)	161 50	1 39%
WELLS FARGO & CO 949746-10-1 WFC	34.18	2,090 000	71,436 20	52,806.97	18,629 23	1,839 20	2.57%
WILLIAMS COMPANIES INC 969457-10-0 WMB	32.74	431 000	14,110.94	11,040.70	3,070 24	560.30	3 97%
YUM BRANDS INC 988498-10-1 YUM	66.40	470 000	31,208.00	16,053 25	15,154.75	629 80	2 02%
Total US Large Cap Equity			**$5,502,512.17**	**$4,510,818.83**	**$991,693.34**	**$73,642.68** **$6,889.17**	**1.34%**

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101.70	4,000.000	406,800 00	275,432.80	131,367 20	5,804.00	1.43%
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10 61	45,246 926	480,069 88	430,036 59	50,033 29	4,072.22	0.85%
JPM MID CAP GROWTH - SEL FUND 3120 4812C1-71-0 HLGE X	21 70	20,557.990	446,108 38	300,000.00	146,108 38	3,577.09	0.80%
Total US Mid Cap Equity			**$1,332,978.26**	**$1,005,469.39**	**$327,508.87**	**$13,453.31**	**1.01%**
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30 38	13,508 325	410,382 91	351,320 50	59,062 41		
BNP BREN EAFE 07/10/13 10%BUFFER-2 XLEV- 11 3%CAP 22 6%MAXRTRN INITIAL LEVEL-06/22/12·SX5E·2186 81 UKX 5513 69 TPX·750 92 05567L-5V-5	113 79	160,000 000	182,071 37	158,400 00	23,671 37		
CS BREN EAFE 03/13/13 10%BUFFER-2 XLEV- 9 8%CAP 19 6%MAXRTRN INITIAL LEVEL--02/24/12:SX5E:2523 69 UKX·5935 13 TPX.834.29 22546T-MT-5	104 10	175,000.000	182,175 00	173,250 00	8,925 00		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
EAFE Equity							
CS BREN EAFE 04/10/13 10%BUFFER-2 XLEV- 9 25%CAP 18 5%MAXRTRN INITIAL LEVEL-03/23/12·SX5E·2525 43 UKX.852.53 TPX:852.53 22546T-PZ-8	105 39	165,000.000	173,890 53	163,350 00	10,540.53		
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34 64	25,247 098	874,559 47	735,035 47	139,524 00	18,859 58	2 16%
GS BREN EAFE 05/15/13 10%BUFFER-2 XLEV- 10 10%CAP 20 20%MAXRTRN INITIAL LEVEL-04/27/12 SX5E 2344 02 UKX 5777 11 TPX 59.64 38143U-2Y-6	108 06	165,000 000	178,303 95	163,350 00	14,953 95		
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	7.75	89,668.574	694,931 45	768,847 03	(73,915 58)	10,849 89	1 56%
Total EAFE Equity			**$2,696,314.68**	**$2,513,553.00**	**$182,761.68**	**$29,709.47**	**1.10%**
European Large Cap Equity							
BARC MARKET PLUS SX5E 03/26/14 80% CONTIN BARRIER- 7 45%CPN ,UNCAPPED INITIAL LEVEL-09/21/12 SX5E.2577 08 06741T-GU-5	101.74	175,000.000	178,045.00	172,812.50	5,232 50		

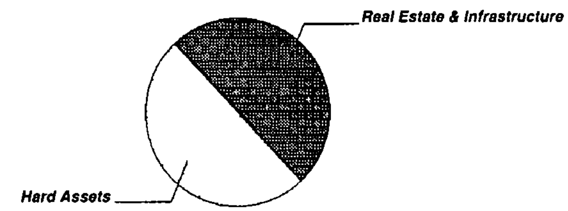
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
Asia ex-Japan Equity							
COLUMBIA FDS SER TR II MASS ASIA PC JP R5 19763P-57-2 TAPR X	13 07	21,175 732	276,766 82	234,627 11	42,139 71	5,420 98	1 96%
DB BREN ASIA BASKET 01/24/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-01/06/12 ASIA BASKET:1 00 00 2515A1-G5-4	117.87	150,000.000	176,811.00	148,500 00	28,311 00		
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24 41	20,954 509	511,499 56	355,684.71	155,814.85	4,232 81	0 83%
Total Asia ex-Japan Equity			**$965,077.38**	**$738,811.82**	**$226,265.56**	**$9,653.79**	**1.00%**
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14 41	13,041.144	187,922.89	199,884.67	(11,961 78)	1,851.84	0.99%
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	5,500 000	244,915 00	242,766 42	2,148 58	5,362.50	2.19%
Total Emerging Market Equity			**$432,837.89**	**$442,651.09**	**($9,813.20)**	**$7,214.34**	**1.67%**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div.	Yield
Global Equity							
BNP DELTA ONE MSCI WORLD TR 6/14/13 100%A F, UNCAPPED INITIAL LEVEL5/25/12 NDDUWI.3000.541 05567L-5F-0	114.13	235,000.000	268,195 34	232,650 00	35,545.34		
DB DELTA ONE MSCI WORLD TR 6/26/13 99.75%A F, UNCAPPED INITIAL LEVEL-6/8/12 NDDUWI 3004 794 2515A1-KD-2	113.27	235,000.000	266,193 90	232,650.00	33,543.90		
Total Global Equity			**$534,389.24**	**$465,300.00**	**$69,089.24**	**$0.00**	**0.00%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Real Estate & Infrastructure	118,239 41	104,692.51	(13,546 90)	1%
Hard Assets	371,036 75	179,530.75	(191,506.00)	1%
Total Value	**$489,276.16**	**$284,223.26**	**($205,052.90)**	**2%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 2 %

Alternative Assets Detail

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
JPM US REAL ESTATE FD - SEL FUND 3037 4812C0-61-3 SUIE X	6,576.16	77,401.44		104,692.51	3,991 73	3 81 %

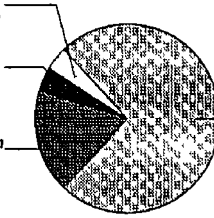
Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value" Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative.
For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund)

	Price	Quantity	Estimated Value	Cost
Hard Assets				
GS BREN GOLD NOTE 2/1/13 LNKD TO GOLDLNPM 1 6%LEV, 10%BUFFER, 16%MAXRTN 01/19/12 38143U-M9-9	102.59	175,000 000	179,530.75	173,250 00

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	972,197 28	815,827.61	(156,369 67)	5%
US Fixed Income	3,405,707 70	3,406,473.03	765 33	21%
Complementary Structured Strategies	231,104.25	231,115.50	11 25	1%
Foreign Exchange & Non-USD Fixed Income	161,793 96	162,514.97	721.01	1%
Total Value	**$4,770,803.19**	**$4,615,931.11**	**($154,872.08)**	**28%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 28 %

Market Value/Cost	Current Period Value
Market Value	4,615,931.11
Tax Cost	4,478,554 03
Unrealized Gain/Loss	137,377 08
Estimated Annual Income	126,617 00
Accrued Interest	10,124 23
Yield	2 74%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	4,384,815.61	95%
6-12 months[1]	231,115 50	5%
Total Value	**$4,615,931.11**	**100%**

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

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	815,827 61	17%
International Bonds	348,720 67	7%
Mutual Funds	3,220,267.33	71%
Complementary Structure	231,115 50	5%
Total Value	**$4,615,931.11**	**100%**

Note. **O** - Bonds purchased at a discount show accretion.
[1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	815,827 61	815,827.61	815,827 61		244.74	0.03%[1]
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	29,477.66	348,720 67	326,723 41	21,997.26	14,060.84 1,208.58	4.03%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	20,625 63	233,688 40	231,007.07	2,681 33	14,829 82 1,162 42	6 35%
EATON VANCE FLOATING RATE I 277911-49-1	9 12	84,085.28	766,857 72	721,286 26	45,571.46	34,054.53 2,810 27	4.44%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	32,016.70	260,615 95	242,686.60	17,929.35	18,409.60 1,664.87	7 06%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	93,879 48	1,031,735.45	1,021,757.47	9,977.98	15,490.11 1,220 43	1.50%
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10 81	24,703.78	267,047.85	262,309.82	4,738 03	6,422 98 321.15	2.41%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
US Fixed Income							
JPMORGAN TR I FLOAT RATE INC 4.24% 48121L-51-0	9.99	32,764.31	327,315.41	312,899.11	14,416 30	16,054.50 1,736 51	4.90%
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5	10.32	16,520.50	170,491 58	143,893 57	26,598.01	6,112.58	3.59%
Total US Fixed Income			**$3,406,473.03**	**$3,262,563.31**	**$143,909.72**	**$125,434.96** **$10,124.23**	**3.68%**
Complementary Structured Strategies							
O **BARC 93% PPN CURRENCY BASKET 9/13/13** LNKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT,UNCAPPED 9/9/11 06738K-UP-4	95.77	115,000.00	110,135.50	116,617 87 113,275.00	(6,482 37)		
O **GS 95% PP CMIT BASKET 11/18/13** LNKED TO CNY,MXN,IDR, TRY /USD 215% UPSIDE LEV, UNCAPPED 11/11/11 38143U-ZV-6	96.78	125,000 00	120,980 00	126,509 92 123,125.00	(5,529 92)		
Total Complementary Structured Strategies			**$231,115.50**	**$243,127.79** **$236,400.00**	**($12,012.29)**	**$0.00**	**0.00%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11 27	14,420 14	162,514 97	157,035 32	5,479 65	937 30	0 58%