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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: OPPENHEIM FOUNDATION; A Employer identification number: 23-6296919; B Telephone number: ; C If exemption application is pending: ; D 1. Foreign organizations: ; D 2. Foreign organizations meeting the 85% test: ; E If private foundation status was terminated: ; F If the foundation is in a 60-month termination: ; G Check all that apply: ; H Check type of organization: ; I Fair market value of all assets at end of year: ; J Accounting method: ;

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	32,827	56,676	56,676	
	<b>2</b> Savings and temporary cash investments . . . . .	40,741	14,365	14,365	
	<b>3</b> Accounts receivable <input type="checkbox"/> <u>1,711</u> Less allowance for doubtful accounts <input type="checkbox"/> _____	2,892	1,711	1,711	
	<b>4</b> Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .	500	500	500	
	<b>10a</b> Investments—U S and state government obligations (attach schedule)	250,208 <input type="checkbox"/>	199,349	206,267	
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	95,738 <input type="checkbox"/>	93,614	930,651	
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	21,956 <input type="checkbox"/>	21,956	21,331	
	<b>11</b> Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .				
	<b>14</b> Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
<b>15</b> Other assets (describe <input type="checkbox"/> _____)					
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	444,862	388,171	1,231,501		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	1,282			
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe <input type="checkbox"/> _____)				
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	1,282	0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .	443,580	388,171		
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund				
<b>29</b> Retained earnings, accumulated income, endowment, or other funds					
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	443,580	388,171			
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	444,862	388,171			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	443,580
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-55,409
<b>3</b>	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	388,171
<b>5</b>	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	388,171

**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)
<b>1a</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b>	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 }	<b>2</b>	
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<b>3</b>	
	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	161,281	1,344,726	0.119936
2010	163,105	1,315,130	0.124022
2009	156,157	1,357,215	0.115057
2008	126,144	1,723,428	0.073194
2007	135,532	1,946,568	0.069626

<b>2</b>	<b>Total</b> of line 1, column (d).	<b>2</b>	0.501835
<b>3</b>	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	<b>3</b>	0.100367
<b>4</b>	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	<b>4</b>	1,278,386
<b>5</b>	Multiply line 4 by line 3.	<b>5</b>	128,308
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	390
<b>7</b>	Add lines 5 and 6.	<b>7</b>	128,698
<b>8</b>	Enter qualifying distributions from Part XII, line 4.	<b>8</b>	197,075

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-d) for credits/payments. Includes fields for exempt foundations, tax calculations, and credits. Total tax due is 110, with 110 refunded.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax returns, and substantial contributors. Includes 'Yes/No' columns.

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>JANE OPPENHEIM</b> Telephone no <b>(570) 347-5208</b> Located at <b>718 TAYLOR AVENUE SCRANTON PA</b> ZIP+4 <b>185101819</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	<b>15</b>		
<b>16</b>	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?	<b>16</b>		<b>No</b>

See 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
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>	
<b>c</b>	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?	<b>1c</b>	
<b>2</b>	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))		
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20___, 20___, 20___, 20___</b>		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> )	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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?	<b>4b</b>	<b>No</b>

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

**5a** During the year did the foundation pay or incur any amount to

**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

**(3)** Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).  Yes  No

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

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

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

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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
JANE OPPENHEIM 718 TAYLOR AVENUE SCRANTON, PA 18510	PRES/TREAS 1 00	0	0	0
SUSAN DIMOND 718 TAYLOR AVENUE SCRANTON, PA 18510	SECRETARY 1 00	0	0	0

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

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

**Total** number of other employees paid over \$50,000.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total** number of others receiving over \$50,000 for professional services. . . . . **▶**

**Part IX-A Summary of Direct Charitable Activities**

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

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3. . . . . **▶**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,227,909
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	69,945
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,297,854
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,297,854
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	19,468
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,278,386
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	63,919

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	63,919
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	390
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	390
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	63,529
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	63,529
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	63,529

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	197,075
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	197,075
<b>5</b>	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). . . . .	<b>5</b>	390
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	196,685

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				63,529
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20__ , 20__ , 20__				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				39,300
<b>b</b> From 2008. . . . .				40,995
<b>c</b> From 2009. . . . .				89,192
<b>d</b> From 2010. . . . .				98,038
<b>e</b> From 2011. . . . .				94,683
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	362,208			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>197,075</u>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2012 distributable amount. . . . .				63,529
<b>e</b> Remaining amount distributed out of corpus	133,546			
<b>5</b> Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	495,754			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .	39,300			
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	456,454			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				40,995
<b>b</b> Excess from 2009. . . . .				89,192
<b>c</b> Excess from 2010. . . . .				98,038
<b>d</b> Excess from 2011. . . . .				94,683
<b>e</b> Excess from 2012. . . . .				133,546

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization 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) )

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**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

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

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

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

JANE OPPENHEIM  
 718 TAYLOR AVENUE  
 SCRANTON, PA 185101819  
 (570) 347-5208

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

SUBMIT ON LETTERHEAD INDICATING PURPOSE AND AMOUNT REQUESTED

**c** Any submission deadlines

NONE

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

OPEN TO ALL QUALIFIED CHARITABLE ORGANIZATIONS

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 197,075
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b>



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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (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 Table with 3 columns: (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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name MICHAEL LAWRENCE Preparer's Signature MICHAEL LAWRENCE Date 2013-06-12 Check if self-employed PTIN Firm's name GINADER JONES & CO LLP Firm's address SCRANTON, PA 185031499 Firm's EIN Phone no (570) 347-3377

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HUNTER COLLEGE BROOKDALE 695 PARK AVENUE NEW YORK, NY 10065			CHARITABLE	43,000
KEYSTONE COLLEGE ONE COLLEGE GREEN LA PLUME, PA 18440			CHARITABLE	41,000
COMMONWEALTH MEDICAL COLL SCRANTON PA SCRANTON, PA 18510			CHARITABLE	20,000
FUND FOR REFORM JUDAISM 633 THIRD AVENUE NEW YORK, NY 10017			CHARITABLE	15,000
LACKAWANNA UNITED WAY 615 LACKAWANNA AVE SCRANTON, PA 18510			CHARITABLE	10,100
TEMPLE HESED KNOX ROAD SCRANTON, PA 18503			CHARITABLE	7,300
UNITED NEIGHBORHOOD CTRS 425 ALDER STREET SCRANTON, PA 18503			CHARITABLE	6,200
UNIVERSITY OF SCRANTON 800 LINDEN STREET SCRANTON, PA 18503			CHARITABLE	6,000
EVERHART MUSEUM 1901 MULBERRY STREET SCRANTON, PA 18510			CHARITABLE	5,700
WOMEN OF REFORM JUDAISM 633 THIRD AVENUE NEW YORK, NY 10017			CHARITABLE	5,575
JEWISH FEDERATION OF NEPA 615 JEFFERSON AVENUE SCRANTON, PA 18503			CHARITABLE	5,000
NE PA PHILHARMONIC 4101 BIRNEY AVENUE MOOSIC, PA 18507			CHARITABLE	5,000
WORLD UNION FOR PROGRESSI 633 THIRD AVENUE NEW YORK, NY 10012			CHARITABLE	5,000
RED BULL THEATRE NEW YORK NY NEW YORK, NY 10012			CHARITABLE	3,100
CONGREGATION EMANU-EL 1 EAST 65TH STREET NEW YORK, NY 10065			CHARITABLE	2,600

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
VOLUNTARY ACTION CENTER SCRANTON PA SCRANTON, PA 18503			CHARITABLE	2,000
EOTC SCRANTON PA SCRANTON PA SCRANTON, PA 18510			CHARITABLE	1,100
SCRANTON AREA FOUNDATION 321 SPRUCE ST 6 FL SCRANTON, PA 18503			CHARITABLE	1,100
ALLIED SERVICES SCRANTON PA SCRANTON, PA 18510			CHARITABLE	1,000
HOPE FOR HAITI NAPLES FL NAPLES, FL 34102			CHARITABLE	1,000
JEWISH HOME OF EASTERN PA 1101 VINE STREET SCRANTON, PA 18510			CHARITABLE	1,000
LACKAWANNA PRO BONO SPRUCE STREET SCRANTON, PA 18503			CHARITABLE	1,000
NE REGIONAL CANCER CENTER SCRANTON PA SCRANTON, PA 18510			CHARITABLE	1,000
WVIA TV 100 WVIA WAY AVOCA, PA 18641			CHARITABLE	1,000
WOMEN MATTERS INC 158-24 73RD AVE FRESH MEADOWS, NY 11366			CHARITABLE	1,000
WOMEN'S RESOURCE CENTER 620 MADISON AVE SCRANTON, PA 18504			CHARITABLE	1,000
ART FOR ARTISTS 514 LACKAWANNA AVE SCRANTON, PA 18503			CHARITABLE	1,000
JEWISH COMMUNITY CENTER SCRANTON PA SCRANTON, PA 18503			CHARITABLE	800
ST FRANCIS KITCHEN SCRANTON PA SCRANTON, PA 18503			CHARITABLE	500
ALLENTOWN ART MUSEUM 31 N 5TH ST ALLENTOWN, PA 18101			CHARITABLE	250

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SELF HELP COMMUNITY SERVICES FOUND 520 EIGHTH AVE NEW YORK, NY 10018			CHARITABLE	250
KESHER PROJECT 2144 ASHLAND AVE 3 EVANSTON, IL 60201			CHARITABLE	200
SCRANTON LACKAWANNA HUMAN DEVELOP 135 FRANKLIN AVE SCRANTON, PA 18503			CHARITABLE	200
PARKINSONS DISEASE FOUNDATION 1359 BROADWAY SUITE 1509 NEW YORK, NY 10018			CHARITABLE	200
JEWISH FAMILY SERVICES SCRANTON PA SCRANTON, PA 18503			CHARITABLE	100
MACULA FOUNDATION 210 EAST 64TH STREET NEW YORK, NY 10065			CHARITABLE	100
PA ASSOC FOR THE BLIND SCRANTON PA SCRANTON, PA 18503			CHARITABLE	100
WAVERLY COMMUNITY HOUSE WAVERLY PA WAVERLY, PA 18471			CHARITABLE	100
BARNARD COLLEGE 3009 BROADWAY NEW YORK, NY 10027			CHARITABLE	100
FRIENDS OF THE POOR 2300 ADAMS AVE SCRANTON, PA 18509			CHARITABLE	100
LITTLE SISTERS OF THE POOR 2500 ADAMS AVE SCRANTON, PA 18509			CHARITABLE	100
CHILDREN'S ADVOCACY CENTER 1710 MULBERRY ST SCRANTON, PA 18510			CHARITABLE	100
LACKAWANNA HISTORICAL SOCIETY 232 MONROE AVE SCRANTON, PA 18510			CHARITABLE	100
<b>Total . . . . .</b>			<b>3a</b>	197,075

## TY 2012 Accounting Fees Schedule

**Name:** OPPENHEIM FOUNDATION

**EIN:** 23-6296919

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	2,350			

# TY 2012 Compensation Explanation

**Name:** OPPENHEIM FOUNDATION

**EIN:** 23-6296919

Person Name	Explanation
JANE OPPENHEIM	
SUSAN DIMOND	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2012 Gain/Loss from Sale of Other Assets Schedule

**Name:** OPPENHEIM FOUNDATION

**EIN:** 23-6296919

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
600 SHS EXXON MOBIL CORP	1950-01	PURCHASE	2013-04		50,458	1,156			49,302	
100 SHS EXXON MOBIL CORP	1950-01	PURCHASE	2013-05		8,573	193			8,380	
50000 FEDERAL HOME LN BKS 5 125%	2007-02	PURCHASE	2013-07		50,000	50,859			-859	
1000 EQT CORP	1978-08	PURCHASE	2013-10		58,285	776			57,509	

**TY 2012 Investments Corporate  
Bonds Schedule**

**Name:** OPPENHEIM FOUNDATION

**EIN:** 23-6296919

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
21 COMCAST CABLE COMM 8.375% DUE2013	21,956	21,331

**TY 2012 Investments Corporate  
Stock Schedule****Name:** OPPENHEIM FOUNDATION**EIN:** 23-6296919

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
400 SH COLGATE PALMOLIVE CO.	22,916	41,816
4000 SH EQUITABLE RESOURCES, INC.	43,408	176,940
4000 SH EXXON CORP	6,357	285,615
4000 SH MCGRAW HILL COS., INC.	12,889	218,680
2000 MERCK & CO., INC.	5,082	81,880
800 UNION PACIFIC CORP	2,962	125,720

**TY 2012 Investments Government  
Obligations Schedule**

**Name:** OPPENHEIM FOUNDATION

**EIN:** 23-6296919

**US Government Securities - End of  
Year Book Value:** 199,349

**US Government Securities - End of  
Year Fair Market Value:** 206,267

**State & Local Government  
Securities - End of Year Book  
Value:**

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

## TY 2012 Other Expenses Schedule

**Name:** OPPENHEIM FOUNDATION

**EIN:** 23-6296919

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK FEES	24			
DUES	100			

## TY 2012 Other Professional Fees Schedule

**Name:** OPPENHEIM FOUNDATION

**EIN:** 23-6296919

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	8,830			

# TY 2012 Taxes Schedule

**Name:** OPPENHEIM FOUNDATION

**EIN:** 23-6296919

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FED EXCISE TAXES - 990 PF	319			
PAYROLL TAXS				